



ETHAN Health LGC

Board Meeting - #2

January 7, 2024 – 08:30-09:30 AM

Harris County Health - 4800 Fournace Pl

Bellaire, TX 77401

Agenda:

1. Call to Order
2. Discussion and Possible Action Concerning:
 - a. Ratify 12/16/24 ETHAN Health Board Meeting minutes
 - b. Updates from Board Chair on motions taken at board meeting held on 12/16/24
 - c. Discussion of the Ethan Health Transition Plan
 - d. Update from City Liaison on the status of the Licensing Agreement
 - e. Contracting Legal Council
3. Next Meeting/Other Business
 - a. Set date for next board meeting
 - b. Other business
4. Adjourn

1.0 Introduction and Overview

1.1 Purpose of the Transition Plan (“Plan”)

This Plan outlines the steps required to launch ETHAN Health LGC (“LGC”) as a functional entity capable of receiving funding, entering into contracts, initiating operations and achieving operational stability and success. It is designed to ensure that governance, collaboration with the City of Houston (“COH”), legal compliance, operational readiness, and financial viability are all considered and appropriately supported. This document serves as the Transition Plan as defined and outlined in the Interlocal Agreement between ETHAN Health LGC and the City of Houston, as approved by the Board of ETHAN Health LGC (“Board”) on December 17th, 2024.

1.2 Scope

The Plan encompasses the legal, compliance, operational, infrastructure and planning elements necessary for the LGC to become (1)scalable; (2) operational; (3) able to serve the Citizens of the City of Houston through the ETHAN platform; and (4) prepared to develop plans to bring ETHAN to new populations across the region and the greater United States.

1.3 Key Objectives

- Develop planning requirements and hiring process for legal, regulatory and compliance resources for the LGC
 - Detail and implement both an interim and long-term governance structure to ensure effective immediate oversight of the LGC
 - Prepare the LGC for receiving and managing funds
 - Ensure operational and technical readiness to fulfill the LGC’s mission, including the development of a plan for growth
 - Engage local and regional stakeholders and build collaborative trust needed to support successful operations and growth
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KEY:

Immediate Priority (January)	Secondary Priority (February)	Tertiary Priority (March)	Ongoing or TBD
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2.0 Legal and Regulatory Foundation

2.1 Legal Foundation

- Determine qualifications for counsel
- Identify candidates
- Interview counsel
- Negotiate contract with counsel

By Jan 6, 2025
By Jan 6, 2025
By Jan 6, 2025
By Jan 15, 2025

2.2 Regulatory Compliance

- Identify and develop solutions for regulatory oversight of the LGC doctors to ensure compliance prior to their employment
- Develop, document and implement policies to ensure transparency, record keeping and accountability, such as open records and public meeting requirements
- Catalog and develop templates for all regulatory and reporting documents which must be produced by the LGC on a routine and regular basis
- Catalog and develop implementation policies for all medical compliance including but not limited to, document retention, malpractice, confidentiality and data privacy.

By Feb 1, 2025
By Feb 1, 2025
By Feb 1, 2025
By Feb 15, 2025

3.0 Governance Structure

3.1 LGC Board of Directors

- Convene BOD and elect Treasurer and Secretary
- Draft and adopt Bylaws in keeping with the LGC Formation Documents to govern the LGC's operations, including board responsibilities, meeting schedules, and decision-making processes
- Identify and provide all training required for the LGC BOD, including but not limited to procurement, conflict of interest and compliance

COMPLETED
By Feb 1, 2025
By Feb 15, 2025

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3.2 Leadership and Staffing

- Develop an organizational chart to define roles and responsibilities as well as target salaries By Jan 15, 2025
- Develop and implement process to hire and onboard interim leadership, including an interim CEO, to oversee the Transition Plan By Jan 15, 2025
- Develop and implement prioritized recruitment and onboarding process for permanent leadership for the LGC as well as for key staff positions necessary for the LGC’s operations Ongoing – To Be Completed by 6/30/25

4.0 Financial Planning and Readiness

4.1 Budget Development

- Develop a detailed operating budget, including line-item projected expenses and funding sources By Feb 1, 2025
- Identify and develop plans to pursue additional funding opportunities beyond the COH, such as selling services, public grants, private donations, and other sources of financial support By March 1, 2025
- Develop templates for monthly budget reporting to the City of Houston and timeline/means for their timely execution By Feb 1, 2025
- Identify and engage ongoing bookkeeping/accounting resources to support the LGC until such resources are available internally By Jan 15, 2025

4.2 Banking and Financial Systems

- Establish a corporate bank account for the LGC with authorized signatories By Jan 1, 2025
- Set up financial management systems, including accounting software, payroll, and invoicing systems By Feb 1, 2025
- Develop internal controls and segregation of duties for the approval and payment of expenses to mitigate the risk of fraud By Jan 15, 2025
- Plan for periodic internal and external audits to ensure compliance with City of Houston reporting requirements and accountability By Mar 15, 2025

KEY:**Immediate Priority
(January)****Secondary Priority
(February)****Tertiary Priority
(March)****Ongoing or TBD****4.3 Insurance**

- Identify and document key requirements for Insurance partner **By Jan 15, 2025**
- Identify required insurance policies, including but not limited to comprehensive general liability, emergency medical malpractice and D&O insurance **By Jan 15, 2025**
- Interview and engage insurance partner and bind insurance coverage **By Feb 1, 2025**

5.0 Operational Setup**5.1 Office and Infrastructure**

- Secure office space, if necessary **By Mar 1, 2025**
- Implement robust operational IT infrastructure, including secure data storage solutions, communication tools, and cybersecurity measures (Technical Requirements for ETHAN Health and ETHAN Navigation listed separately in section 7.0) **By Feb 1, 2025**
- Develop a business continuity plan to address potential disruptions to operations (Technical Continuity Requirements for ETHAN Health and ETHAN Navigation listed separately in section 7.0) **By Mar 1, 2025**

5.2 Policies and Procedures

- Finalize and adopt detailed operating policies, including employee manuals, procurement guidelines, and conflict-of-interest policies **By Mar 1, 2025**
- Develop standard operating procedures (SOPs) for key activities, such as contracting, grant management, and reporting **By Mar 1, 2025**
- Conduct regular staff training on policies and procedures to ensure compliance and efficiency **By Mar 1, 2025**

5.3 Marketing and Sales

- Develop marketing plan for LGC for the first 18 months of operations **By Mar 1, 2025**
- Develop sales materials, including but not limited to a general sales NDA, a Pitch Deck, video content and a robust list of near- and medium-term sales targets **By Feb 15, 2025**

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- Ensure alignment between sales targets and adopted budget plan (Section 4.1 above) **By April 1, 2025**

6.0 Stakeholder Engagement and Communication

6.1 Public Relations

- Develop and launch a public awareness campaign to introduce the LGC’s mission and objectives to the community **By Feb 15, 2025**
- Develop a media kit with press releases, fact sheets, and contact information for media inquiries **By Feb 15, 2025**
- Create a feedback mechanism, such as a website contact form or dedicated email address, to address public concerns and questions **By Mar 15, 2025**

6.2 Stakeholder Input

- Develop communications plan that ensures that stakeholders are aware of the calendar of public meetings and all other critical public information **By Mar 1, 2025**
- Create a feedback mechanism, such as a website contact form or dedicated email address, to address public concerns and questions **By Mar 15, 2025**
- Implement communication plan to keep all stakeholders, including the public, informed about the LGC progress and milestones **Ongoing**

7.0 IT Transition and Cutover of ETHAN Health TEAMS Interface and ETHAN Navigation Platform

[THIS SECTION WILL BE EXPANDED AFTER JAN 1, 2025 DUE TO HOLIDAY SCHEDULES AT COH AND GHHC]

7.1 Engage IT Resource(s) to Support LGC

- Identify qualifications for IT resource(s) needed to support the operations of the LGC **By Jan 1, 2025**
- Accept assignment of the COH HITS contract for completion of the development of ETHAN Navigation 2.0 **By Jan 1, 2025**

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- Identify and on-board external IT resource(s) needed to oversee and implement IT requirements of the Transition Plan and ensure maintenance support for the ETHAN platform until such resources can be hired internally, should the LGC choose to do so

By Jan 15, 2025**7.2 Discovery**

- Meet with the Greater Houston Health Connect to diagram ETHAN infrastructure as it exists today
- Meet with the COH HITS to diagram TEAMS infrastructure supporting current ETHAN implementation as it exists today
- Develop schedule of all licenses needed for transition of IT functions and systems to support operations of ETHAN LGC
- Develop schedule of all hardware necessary for transition of IT functions and systems to support operations of ETHAN LGC
- Ensure that all soft and hard IT costs are fully reflected in the LGC line-item budget

By Jan 6, 2025**By Jan 6, 2025****By Jan 15, 2025****By Jan 15, 2025****By Mar 1, 2025****7.3 Cutover Plan Development**

- Development of fully calendared Cutover Plan
- Circulation of Cutover Plan (including roles and responsibilities) to all relevant stakeholders for review and input
- Circulation of Cutover Plan to all relevant stakeholders for implementation

By Jan 15, 2025**By Feb 1, 2025****By Feb 15, 2025****7.4 Validation and Initiation of Cutover Plan (Soft Launch)**

- Begin limited shadow operations to test workflows, technology, and staffing readiness
- Solicit feedback from users and stakeholders to identify and resolve any issues which arise
- Amend Cutover plan and a post-launch action plan based on soft launch findings

TBD**TBD****TBD**

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7.5 Final Implementation of Cutover Plan

- Develop content for and calendar of Cutover event communications, including messaging for key stakeholders, community leaders, and media representatives, as appropriate
- Establish Cutover Emergency Response committee to be “on call” throughout the cutover period
- Release a detailed hour-by-hour roadmap to all stakeholders, including but not limited to, testing, mitigation and retrieval should the Cutover fail for any reason

TBD

TBD

TBD

7.6 Cutover

- Implementation of cutover roadmap, including but not limited to, testing, mitigation and retrieval should the Cutover fail for any reason
- Implement cutover event communications, including messaging for key stakeholders, community leaders, and media representatives, as appropriate

TBD

TBD

7.7 Development of 18-month Technical Strategic Plan

- Identify and develop roadmap for the implementation of ETHAN Navigation 2.0
- Identify and develop SOWs for key technical development initiatives that align with the LGC’s mission
- Partner with LGC sales team to develop technical strategies for local organizations, businesses, and government entities viewed as sales targets by the LGC
- Establish a performance review schedule to evaluate technical performance of ETHAN Health and ETHAN Navigation which can be used to support sales and client management processes

TBD

TBD

TBD

TBD

8.0 Risk Management

8.1 Identify Risks and Mitigation Strategies for the following:

- Legal and regulatory challenges during formation or operations

TBD

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- Funding gaps or delays in generation sales or other approved funding sources
- Operational disruptions due to technology failures or staffing issues
- Negative public perception or resistance from key stakeholders, including but not limited to City Council and COH Administration
- Develop mitigation strategies for identified risks and processes for continuing to assess ongoing landscape of risks

TBD

TBD

TBD

TBD

9.0 Monitoring and Reporting

9.1 Performance Tracking

- Define measurable key performance indicators (KPIs) for all major activities of the LGC and its senior staff
- Use project management tools to monitor progress against milestones, deadlines and KPIs
- Conduct quarterly performance reviews to assess operational effectiveness and senior staff performance against milestones and KPIs

TBD

TBD

TBD

9.2 Stakeholder Reporting

- Issue monthly reports to the COH as required in the ILA
- Publish public quarterly progress reports to keep stakeholders informed about activities, successes, and challenges
- Develop an annual report summarizing financial performance, program outcomes, and strategic goals that meet the requirements of the ILA and also keep stakeholders informed about the progress and future aspirations of the LGC
- Hold regular public Board meetings to discuss progress and solicit feedback from stakeholders

TBD

TBD

TBD

Ongoing

9.3 Strategic Planning

- Establish a process for collecting and analyzing feedback from board members, stakeholders and staff

TBD

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- Develop processes which leverage lessons learned from feedback to refine policies, procedures, and operational strategies **TBD**
 - Set benchmarks for growth and long-term sustainability that meet the needs of the LGC and its obligations to its stakeholders **TBD**

By following this transition plan, the Local Government Corporation will be well-positioned to operate effectively, meet its objectives, and serve the community with transparency and accountability.

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