



## **ETHAN Health Meeting Minutes**

**Date:** 01/07/25

**Time:** 08:30 – 09:30 AM

**Location:** 4800 Fournace Pl, Bellaire, TX 77401

**Facilitator:** Dr. Teresa Tran/Gaby Rowe

**Note Taker:** Jessica Coffey

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### **Attendees:**

Dr. Theresa Tran, Dr. Esmail Porsa, Ms. Lindsay Lanagan, Ms. Lori Upton, Dr. David Persse, Ms. Gaby Rowe, Ms. Jessica Coffey

### **Absentees:**

Mr. Raamel Mitchell

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## **1. Agenda**

- a. Call to Order – 8:56am
- b. Discussion and Possible Action Concerning:
  - i. Ratify 12/16/24 ETHAN Health Board Meeting minutes
  - ii. Updates from Board Chair on motions taken at board meeting held on 12/16/24
  - iii. Discussion of the Ethan Health Transition Plan
  - iv. Update from City Liaison on the status of the Licensing Agreement
  - v. Contracting Legal Council
- c. Next Meeting/Other Business
  - i. Set date for next board meeting
  - ii. Other business
- d. Adjourn

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## **2. Key Discussion Points**

1. Ratify Board Meeting minutes from 12/16/24.
  - o Vote taken and all voted in favor
2. Updates from Board Chair on motions taken at board meeting held on 12/16/24
  - o Grow Associates is the consultant for ETHAN Health LGC
  - o Cooper Consulting technology contract
    1. Two contracts – one to build out Synapse platform and then a maintenance contract



2. There were two change orders put in place due to the use of Azure Maps and Uber
    1. Results: Production of the code without the launch
  3. City has asked ETHAN health to take over the contact.
    1. Legal will provide an update to Board Chair/Gaby on what this will look like.
  - Bank account is in the process of being opened with Amegy bank
  - Transition plan was received by board on 12/27/24 to review.
3. Discussion of the ETHAN Health Transition Plan
  - Review and discussion on Board Member Feedback
    1. Virtual Meetings
      1. Virtual Meetings are discouraged by City of Houston Legal, but DocuSign can be used. Voting via email is not allowed under the public information rules. As a last resort, we are allowed to meet quorum virtually.
    2. Leadership and Staffing
      1. Quarterly Reviews - We will need measured staffing information for City of Houston report, and reviews will need to be done quarterly.
      2. Recruiting
        1. Organizational chart needs to be developed. Once benefits and employment providers are obtained, we can make offers.
        2. CEO Candidate – Transition plan includes Board members creating target lists for Dr. Persse to review.
          1. Board agrees that CEO should be an Emergency Physician, with the experience to be able to manage the ETHAN Doctors.
4. Update on the Licensing Agreement
  - Gaby met with Houston Legal Team with concerns regarding licensing agreement.
  - Software cannot come over to ETHAN Health until the Licensing agreement is signed. ETHAN Health will need a Legal representative to review.
  - As it reads now, a full SOW is needed to be written for every change. Dr. Tran will work on negotiations with Gaby and the City of Houston.
5. Transition Plan will be submitted to the City of Houston and will begin being worked on immediately.
6. Other Business
  - Website and Board Member Teams account and emails will be setup before the next board meeting.



- Dr Persse has spoken with Montgomery County, Fort Bend County, Galveston Ambulance Authority about ETHAN Health LGC.
  - Grow associates will create a one pager informational sheet discussing ETHAN Health for Dr. Persse to share at San Diego Ambulance Conference.
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### 3. Motions and Decisions

The board discussed the following Motions and Decisions and voted in favor of each action as follows:

- **Ratify 12/16/24 ETHAN Health Board Meeting Minutes**
  - Board Vote
    - **For:** Dr. Theresa Tran, Dr. Esmaeil Porsa, Ms. Lindsay Lanagan, Ms. Lori Upton
    - **Against:** None
    - **Abstain:** None
    - **Motion Passed:** 4-0-0
- **Ratify ETHAN Health Transition Plan**
  - Board Vote
    - **For:** Dr. Theresa Tran, Dr. Esmaeil Porsa, Ms. Lindsay Lanagan, Ms. Lori Upton
    - **Against:** None
    - **Abstain:** None
    - **Motion Passed:** 4-0-0
- **Delegate Board Chair Dr. Theresa Tran to work on Licensing Agreement negotiations with the City of Houston**
  - Board Vote
    - **For:** Dr. Theresa Tran, Dr. Esmaeil Porsa, Ms. Lindsay Lanagan, Ms. Lori Upton
    - **Against:** None
    - **Abstain:** None
    - **Motion Passed:** 4-0-0
- **Delegate Grow Associates to work on setting up an IT Consultant**
  - Board Vote
    - **For:** Dr. Theresa Tran, Dr. Esmaeil Porsa, Ms. Lindsay Lanagan, Ms. Lori Upton
    - **Against:** None
    - **Abstain:** None



- **Motion Passed: 4-0-0**
- **Allow Board Chair, Dr. Theresa Tran or Senior Leadership Advisor, Dr. David Persse, to enter contracts to support Transition Plan**
  - Board Vote
    - **For:** Dr. Theresa Tran, Dr. Esmaeil Porsa, Ms. Lindsay Lanagan, Ms. Lori Upton
    - **Against:** None
    - **Abstain:** None
    - **Motion Passed: 4-0-0**

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## 5. Next Steps & Future Meetings

- **Next Meeting:**  
1/28/25 – SETRAC – 10:00-11:00AM
- **Next Meeting Agenda Items:**

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## 7. Additional Notes

- The board was asked to look out for time-sensitive emails within the upcoming weeks regarding the ETHAN Health Transition Plan

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**Meeting Adjourned: 09:40 AM**  
**Minutes Submitted by: Jessica Coffey**

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