



## **ETHAN Health Meeting Minutes**

**Date:** 02/13/25

**Time:** 1:00-2:30PM

**Location:** 1111 N Loop W #160, Houston, TX 7700

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

**Note Taker:** Jessica Coffey

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### **Attendees:**

Dr. Theresa Tran, Dr. Esmail Porsa, Lindsay Lanagan, Raamel Mitchel, Dr. David Persse, Chris Newport, LaShonda, Dr. Arlo Gaby Rowe Varun Garg, Hima Brahmabhatt, Jessica Coffey, Brittany Sutton

### **Absentees:**

Lori Upton

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### **Agenda**

1. Call to Order – 1:03PM
2. Ratify 01/28/25 ETHAN Health Board Meeting minutes
3. Discussion and Possible Action Concerning:
  1. Review ETHAN Health LGC Licensing Agreement
  2. Discussion of Cutover Plan
4. Other Business
  1. Other business
  2. Set date for next board meeting
5. Adjourn

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## **2. Key Discussion Points**

1. Call to order
2. Ratify 01/28/25 ETHAN Health Board Meeting minutes
  - a. All in favor – no discussion- minutes passed.
3. Review ETHAN Health LGC Licensing Agreement
  - a. Review of ETHAN Legal Team Feedback
    1. 2.1.6. – Struck - Definitions were needed and need to be referenced in the document



2. Page 12- 4.1.1.1 - Exclusivity – COH can allow multiple competitors in the future. City can dissolve the LGC at any time and give the IP to another company.
  - a. Should be revocable but as it stands, gives the LGC no protections.
  - b. Other than making it fully exclusive, we can have it as Non-Exclusive with a clause to make sure the COH does not create competition.
  - c. Dr. Tran – Believes that exclusivity is important for the state of the future cooperation. If it becomes difficult to move past this with the city, we need to reconvene and discuss further within the board.
  - d. Lawyers brought up that two administrations from now could have a brother with a telehealth company in another state and want to bring their company here. Not to shut down current LGC but create another company, then creating competition.
  - e. A motion should be made to decide if we should keep this redline or remove it.
  - f. Can this be something we can renegotiate in the future?
  - g. If it is used within other areas, It is better to keep it as is instead of narrowing ourselves.
  - h. Contemplating future hypothetical scenarios are taking time away on who we need to speak with so we can understand product market.
    - i. Board can make a motion to ask the Chair/CEO to try and negotiate this or let it go.
3. 5.0 – Payment of Fees and Dispute of IP
  - a. If the city takes action to defend the IP it is recommended that the city pays for it. Some of these instances were inconsistent. If the motion is brought by the city, city pays and if the LGC brings motion, the LGC pays.
  - b. 5.2.4 - Fire Chief/HITS audits change to once a year.
4. 5.3.2 – If the city settles a suit without the LGC, they are responsible for paying for it.
5. If we get hacked, is anything covered in here?
  - a. We do not hold any PHI within ETHAN.
6. 6.2.2.1 – Reduced deadlines for review
7. Added protective language around how PHI is handled in other states and what can be shared back to the city. We currently shouldn't have any information at any time, but this is to cover us in the future.
8. Licensing free section needs additional definitions – page 28.
9. Time limits were added on requests on the licensing fees.



10. Page 30-33 – Privacy language was added.
  11. Typo in 14.3 and 34.
  12. Signature line should say Chair not Secretary of Board of Directors.
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4. Dates have been balanced between COH deadlines and ETHAN Health LGC Deadlines
  5. Other Business
    - a. Other business
      1. We have secured a law firm and they are on retainer
      2. We are in final negotiations with Insperity
        - a. Plan to get offer letters, employment letter to administer coordinator for ETHAN but need motion for Board for Chair to be able to sign off on the employment letters.
      3. We have secured a booth at the 2025 Texas EMS Medical Director Conference, April 23-28 in College Station. At this conference we will be passing out marketing materials.
      4. Launch Information
        - a. It has been decided to use GHHC for this transition. The contract from COH will be reassigned to the LGC. Harris County Ride, Shift Admin contracts will also all be reassigned to the LGC.
        - b. GHHC has interwoven the ETHAN code into their own programs, and it will not be possible to extract in time.
      5. All laptops for Physicians and administrative assistant have been procured.
        - a. Contract with T-Mobile will be signed to provide all hotspots to Physicians.
        - b. Cell phones have been purchased
      6. Banking
        - a. Online banking and credit cards have been taking longer than expected but should be completed after the holiday weekend.
    - b. Set date for next board meeting
      1. Should be before the cutover - Last week of February
      2. ~~02/28/25 at Harris Health 11:00-12:00PM~~  
Rescheduled due to delay in licensing agreement discussions
        - a. 03/04/25 – 4:00PM – Virtual Meeting



### 3. Motions and Decisions

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

- **Ratify 01/07/25 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
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  - **Permission for Lori to coordinate with the BOD provide website content and feedback**
    - Board Vote
      - **For:** Dr. Theresa Tran, Dr. Esmaeil Porsa, Ms. Lindsay Lanagan, Raamel Mitchell
      - **Against:** None
      - **Abstain:** None
      - **Motion Passed:** 4-0-0
  - **Chair of the board or Dr. Persse can sign off on employment offer letters**
    - Board Vote
      - **For:** Dr. Theresa Tran, Dr. Esmaeil Porsa, Ms. Lindsay Lanagan, Raamel Mitchell
      - **Against:** None
      - **Abstain:** None
      - **Motion Passed:** 4-0-0
  - **Dr. Tran, Board Chair can complete and sign Licensing Agreement**
    - Board Vote
      - **For:** Dr. Theresa Tran, Dr. Esmaeil Porsa, Ms. Lindsay Lanagan, Raamel Mitchell
      - **Against:** None
      - **Abstain:** None
      - **Motion Passed:** 4-0-0
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## 5. Next Steps & Future Meetings

- **Next Meeting:**  
February 28, 2025 – 11:00-12:00PM  
Harris Health
  - Rescheduled due to delay in licensing agreement discussions
    - 03/04/25 – 4:00PM – Virtual Meeting
- **Next Meeting Agenda Items:**
  - Call to Order
  - Ratify 02/13/25 ETHAN Health Board Meeting minutes
  - Discussion and Possible Action Concerning:
    - Review ETHAN Health LGC Licensing Agreement
  - Other Business
    - Other business
    - Set date for next board meeting

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**Meeting Adjourned:** 11:59 AM  
**Minutes Submitted by:** Jessica Coffey