HOUSTON RECOVERY CENTER, LGC

Minutes for Meeting of Board of Directors

July 23, 2025 at 11:30 p.m.

- https://us02web.zoom.us/j/9609857206?pwd=MmDjSvNwMDc72z9I60rMm0EaLZDFBE.1&omn=84837011725
- Meeting ID: 960 985 7206
- Passcode: 988691

The undersigned, being the duly appointed Secretary of Houston Recovery Center LGC (the "Corporation"), hereby certifies that the following are true and correct Minutes of the July 23rd 2025 meeting of the Board of Directors (the "Board") of the Corporation.

In a manner permitted by the Corporation's Bylaws, the meeting was called by providing all Directors with notice of the date, time, place, and purposes of the meeting more than three days before the meeting date. In accordance with Chapter 551, Texas Government Code, which Chapter is made applicable to the Corporation by Section 431.004, Texas Transportation Code, and a notice of the meeting, was duly filed on July 18, 2025 in the same manner and location as required by law of the City of Houston, Texas (the "City").

Summarized Agenda Item	Discussion	Decision & Follow-Up
I. Call to order (Board Member)	The meeting was called to order by Board Chair Dr. Shah at approximately 11:33 a.m. via virtual Zoom call open to the public.	
II. Roll call, confirm presence of quorum (Chair)	Board Chair Dr. Shah recognized the acting Administrative Assistant, Stacey Cramer-Morais, as recording Secretary for the meeting, and she took roll. The roll is noted below: *Officio* Asim Shah, M.D. – Present Burnell Jones – Present Scott F. Basinger, Ph.D. – Present Howard Henderson, Ph.D. – Absent Randall Houston – Absent Michelle Alexander, Ph.D. – Present *Ex-Officio* David Persse, M.D. – Present Stephen Williams – Absent Larry Satterwhite – Absent Legal Counsel, Mr. Clifton Journet – Present Asst. Chief Patricia Cantu – Absent Captain Isaac J. Duplechain (HPD) – Absent Mr. Leonard Kincaid, Houston Recovery Center Chief Executive Officer – Present Stacey Cramer, Houston Recovery Center Admin.	Board Chair Dr. Shah announced that a quorum of the Directors was present.

	Assistant – Present Susana Deltoro, Houston Recovery Center, Chief Operating Officer – Present Debra Villanueva, Houston Recovery Center Human Resource/ Payroll Manager – Present Suzanne Jarvis/Director of Data Management and Program Analytics – Absent Julie Long, Houston Recovery Center, Finance and Accounting Department – Present	
Reading of the draft Minutes	The June 26, 2025 meeting minutes were not a discussion topic for this virtual session. Not discussed, no vote at this time.	
Opportunity for Public Comment	Board Chair Dr. Shah allowed an opportunity for the Board to acknowledge guests: *Members of the public:* · Sara Jahansouz Wray	Board Administrative Assistant, Stacey Cramer, announced the visitor(s) present.
Report from the Chief Executive Officer *(Leonard Kincaid)*	The CEO report was not a discussion topic for this virtual session. Not discussed, no vote at this time, tabled for future session.	.
Report from Finance Committee *(Randy Houston)*	HRC May and June 2025 Financials were not a discussion topic for this virtual session. Not discussed, no vote at this time and is tabled for a future session along with the upcoming Annual Audit being performed next month (mid-August) by Blazek & Vetterling CPA firm which will be due to the City of Houston on or before October 1, 2025.	
Programs and Development Committee *(Scott Basinger)*	The Programs and Development Committee report was not a discussion topic for this virtual session. Not discussed, no vote at this time, tabled for future session.	
III. Report from Executive Search Committee *(Burnell Jones, Michelle Alexander, Scott Basinger)*	Board Chair Dr. Shah recognized Dr. Scott Basinger for a report on the progress related to the Executive Search Committee activities. Dr. Basinger shared that the selection process was moving forward and that the Executive Search Committee is conducting interviews and that the	

	information was passed to Dr. Shah and Clifton Journet for their review with the recommendation that HRC's COO, Susana Deltoro be considered for Interim CEO effective September 1, 2025 with Leonard Kincaid remaining current CEO through September 1, 2025. With a recommendation that Susana Deltoro becomes Interim CEO for a 6-month duration effective September 1, 2025 through February 1, 2026 and that Mr. Kincaid would step into an advisory role with compensation amount remaining the same for the advisory duration of September 1, 2025 through December 31, 2025. Dr. Shah clarified that this decision would supersede the revised CEO Succession Plan discussed and approved at the June 26th (last) Board session that detailed Plan I and Plan II in a longer timeframe. Michelle Alexander asked for Dr. Shah to clarify the timeframe designated for the advisory role with Mr. Kincaid, if it encompasses September 1, 2025 through December 31st and Dr. Shah confirmed the interpretation for the record. Debra Villanueva, HRC's Human Resource Manager, stated that she would work on the job description for that advisory role and asked for confirmation from the Committee that Mr. Kincaid is not entering into consultancy (meaning off payroll W-9 status) and Scott Basinger confirmed that Mr. Kincaid 1) remains on payroll with benefits, 2) with a 30-hour anticipated work week, and 3) compensation amount remaining the same. Dr. Shah thanked both Susana Deltoro and Mr. Kincaid for their dedicated years of service. Dr. Shah made a motion to approve the recommendation by the Executive Search Committee that Susana Deltoro shift into the interim CEO role effective September 1, 2025 and for Mr. Kincaid to act in an Advisory capacity effective September 1, 2025 through December 31, 2025. Dr. Scott Basinger seconded the sentiment and seconded the motion for approval of the Executive Search Committee recommendations. The Board unanimously approved the Executive Search Committee's	

	recommendation.	
Discussion of Agenda items for Next Board Meeting	The Board discussed reconvening closer to the review deadline for the annual audit, and the next meeting date was discussed and is scheduled for Wednesday, September 24th at 11:00 AM to accommodate Board member schedules. Dr. Scott Basinger made a motion to dismiss all non-Board members and general public, and move to an Executive Closed Session. The motion to adjourn and move to a Closed Session was seconded by Dr. Michelle Alexander. Dr. Shah called thanked those in attendance and they prepared for the Closed Session.	

There being no further business, the meeting adjourned at approximately 12:04 p.m. with the Closed Executive Session beginning at 12:06 p.m.

By:

PENDING APPROVAL: Will not be discussed/approvals until September 24th next upcoming session

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Michelle Alexander, Board Secretary