

**TARRANT COUNTY HOSPITAL DISTRICT (TCHD)  
d/b/a JPS HEALTH NETWORK**

**1500 S. MAIN STREET  
FORT WORTH, TX 76104  
3<sup>rd</sup> FLOOR, OPC CONFERENCE ROOM**

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JPS HEALTH NETWORK YOUTUBE CHANNEL**

**GOVERNANCE COMMITTEE MEETING  
12:00 P.M, October 28, 2021, 2021**

**Meeting Minutes**

The Tarrant County Hospital District ("District") Governance Committee met Thursday, October 28, 2021 at 12:00 p.m. with the following members present:

Dorothy DeBose, Board Vice Chair and Interim Committee Chair  
Zim Zimmerman, Committee Member  
Dr. Jay Haynes, M.D., Committee Member  
Dr. Cheryl Hurd, M.D., Committee Member (Alt.)  
Amanda Arizola, Committee Member  
DT Nguyen, Committee Member

Committee Members Absent: Roger Fisher II, Committee Chair

Others Attending: Robert Earley, President and CEO  
Dr. Karen Duncan, Senior Executive Vice President, Chief Operating Officer  
Sharon Clark, Senior Executive Vice President, Chief Financial Officer  
Colin Werenka, Senior Vice President, Chief Compliance Officer  
Daphne Walker, Senior Vice President, Chief Legal Counsel  
David Mendenhall, Vice President, Chief Technology Officer  
Dr. Richard Miller, Senior Vice President, Chief Medical Officer  
Mark Hallman, Vice President, Chief Innovation and Transformation Officer  
Tim LaChiusa, Director, Internal Audit  
Miriam Glasser, Director of Compliance  
De'Angela Wright, Recording Secretary

**I. CALL TO ORDER**

The meeting of the Governance Committee was called to order at 12:05 p.m. by Interim Committee Chair, Dorothy Debose.

**II. CITIZENS WISHING TO ADDRESS THE COMMITTEE**

There were no citizens signed in to address the Governance Committee.

**III. APPROVAL OF MINUTES – Thursday, August 26, 2021**

**Action:** Ms. Debose called for a motion to approve the August 26, 2021 Governance Committee Meeting Minutes. The motion was made by Mr. Zimmerman, seconded by Mr. Nguyen, motion passed unanimously.

**IV. COMMITTEE CHAIR REPORT – D. Debose, Interim Committee Chair**

**V. CONSIDER GOVERNANCE COMMITTEE REPORTS/UPDATES FOR DISCUSSION AND/OR COMMITTEE ACTION**

**A. Compliance Program Reports/Updates- C. Werenka**

**1. Staffing**

**Summary:**

Mr. Werenka introduced the new Director of Compliance, Miriam Glasser, as well as the new Sr. Compliance Auditor, Julie Pratt.

**Action:**

There are no action items.

**2. Fiscal Year 2022 Work Plan**

**Summary:**

Mr. Werenka and Mr. LaChiusa presented the board with the Fiscal Year 2022 Work Plan for Compliance and Internal Audit.

**Action:**

There are no action items.

**3. Risk Register**

**Summary:**

Mr. Werenka discussed the Risk Register process that Compliance will utilize to assess risks.

**Action:**

There are no action items.

**B. Approvals**

**1. Compliance and Internal Audit Work Plan**

**Summary:**

Mr. Werenka asked for approval of Compliance and Internal Audit updated work plan.

**Action:**

Ms. Debose called for a motion to approve the Compliance and Internal Audit Work Plan. The motion was made by Dr. C. Hurd, seconded by Mr. Nguyen, motion passed unanimously.

**2. COM 9000 Compliance Charter**

**Summary:**

Mr. Werenka asked for approval of COM 9000 Compliance Charter.

**Action:**

Ms. Debose called for a motion to approve the COM Compliance Charter. The motion was made by Mr. Zimmerman, seconded by Ms. Arizola, motion passed unanimously.

**VI. REPORT OF LEGAL COUNSEL AND/OR LEGAL MATTERS REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL – None**

**VII. RECONVENE IN EXECUTIVE SESSION PURSUANT TO CHAPTER 551, TEXAS GOVERNMENT CODE**  
**The Committee reconvened in Executive Session at 12:48 PM.**

In addition to the matters posted for deliberation in executive (closed) session, the Board may from time to time during the meeting adjourn and meet in executive session to receive legal advice pursuant to Section 551.071 of the Texas Open Meetings Act regarding any matter included on this agenda.

- A. Consultation with General Counsel to Receive Legal Advice on Pending/Contemplated Litigation and Other Matters under Subsections 1 and 2, Section 551.071, Texas Open Meetings Act.
- B. Deliberate Information Relating to a Proposed New Service or Product Lines.
- C. Receive Records, Information and/or Reports from Senior Vice President, Enterprise Risk Management and Chief Compliance Officer Pursuant to Section 161.032(b)(2), Texas Health and Safety Code, Texas Open Meetings Act.
- D. Receive Records, Information and/or Reports from Director of Internal Audit Pursuant to Section 161.032(b)(2), Texas Health and Safety Code, Texas Open Meetings Act.
  - 1. Semi-Annual Update of Previously reported Internal Audit Issues
- E. Serve as Medical Peer Review Committee and/or Medical Committee Pursuant to Chapter 160 Texas Occupations Code, Section 161.031 et Seq. Texas Health and Safety Code, and/or Receipt of Report(s) from Medical Staff Executive Committee or other Medical Staff Committees, Texas Occupations Code, Texas Health and Safety Code, and/or Medical Committee(s).
- F. Deliberation Pursuant to Section 551.074 of the Act Regarding Appointments, Evaluations, Contracts and Compensation of District's Personnel, Vice Presidents and its Other Upper Level Management Staff, Including but not Limited to the Following: President/Chief Executive Officer; Senior Executive Vice President/Chief Operating Officer; Senior Executive Vice President/Chief Financial Officer; Executive Vice President/Acute Care, Chief Nursing Executive; Executive Vice President, Behavior Health; Senior Vice President, Human Resource & Learning; Senior Vice President, Community Affairs & Development; Senior Vice President/Enterprise Risk Management & Chief Compliance Officer; Senior Vice President, Strategy, Chief Patient Experience Officer; Senior Vice President, Revenue Cycle; Vice President, Chief Nursing Officer; Chief Medical Information Officer; Senior Vice President, Medical Academic, and Research Affairs Chief Academic Officer; Vice President, Community Health Administration; Vice President/Chief Quality Officer; Vice President, Finance; Vice President, Legal Services; Vice President Communications; Vice President Diversity & Inclusion; Vice President, Chief Facilities Management Officer; Vice President, Clinical Ancillary Services; Vice President, Chief Technology Officer; Chief Clinical Officer, President and Chief Medical Officer of Acclaim Physicians; Acclaim Senior Vice President/Chief Operating Officer; Chief Audit Executive; Director Compliance; and Legal Counsel.

VIII. RECONVENE IN OPEN SESSION FOR DELIBERATION(S) AND/OR ACTION(S) DEEMED NECESSARY REGARDING ANY MATTER LISTED ON THE CLOSED SESSION AGENDA, PARAGRAPHS VII. A., B., C., D., E., AND F. - The Committee reconvened in Open Session at 12:55 p.m.

IX. ADJOURN

There being no further business, the meeting adjourned at 12:56 p.m.

  
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Roger Fisher, Chair, Governance Committee

  
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Date