

TARRANT COUNTY HOSPITAL DISTRICT (TCHD)
d/b/a JPS HEALTH NETWORK
1500 S. Main Street
Fort Worth, Texas 76104
3rd Floor OPC Conference Room

GOVERNANCE COMMITTEE MEETING
12:00 P.M. THURSDAY, JUNE 23rd, 2022

MEETING MINUTES

The Tarrant County Hospital District (“District”) Governance Committee met Thursday, June 23, 2022 with the following members present:

Members Present: Zim Zimmerman, Chair, Board Member
Rodger Fisher II, Board Vice Chair
Amanda Arizola, Board Member
Dorothy DeBose, BOM Board Chair
Daniel Casey, M.D. Physician
Jay Haynes, M.D. Physician- arrived at 12:10pm
Janet Miles, M.D. Physician

Board Members Absent:
Charlie Powell, Board Member

Others Attending: Karen Duncan, M.D., President, Chief Executive Officer
Sharon Clark, Senior Executive Vice President, Chief Financial Officer
Daphne Walker, Senior Vice President, Chief Legal Counsel
Colin Werenka, Senior Vice President, Compliance Officer
Dr. Bryan Becker, President, Acclaim Physician Group
D.T. Nguyen, Board Member
Anggelha Rodriguez, Recording Secretary

Guests Attending:

I. CALL TO ORDER – Mr. Zimmerman called the meeting to order at 12:06 p.m. Members present represented a quorum to conduct Governance Committee Meeting.

II. CITIZENS WISHING TO ADDRESS THE BOARD/COMMITTEE

Summary: There were no citizens present wishing to address the Finance Committee.

III. APPROVAL OF MINUTES

Action: Ms. Debose motioned to approve the March 24th Governance Committee Meeting Minutes as presented, seconded by Mr. Nguyen, motion passed unanimously.

IV. GOVERNANCE REPORTS/UPDATES NOT REQUIRING COMMITTEE ACTION (S)

- A. Risk Register– C. Werenka
- B. Review of Mitigated Risk(s) – C. Werenka
- C. Corporate Compliance Program (COM9000) Overview – C. Werenka
- D. Governance Work Plan Update – C. Werenka
 - 1. CY22
 - 2. CY23 Preview

Action: Mr. Werenka provided a high level overview to the committee.

V. CONSIDER GOVERNANCE MATTERS REQUIRING COMMITTEE ACTIONS (S) AND OR APPROVAL

Policies and Procedures-

- 1. COM9000 Corporate Compliance Program

Action: Ms. Debose motioned to approve the COM9000 Corporate Compliance Program as presented, seconded by Mr. Nguyen, motion passed unanimously.

- 2. LD 600 Conflicts of Interest for Practitioners Policy

Action: Dr. Haynes motioned to approve the LD 600 Conflicts of Interest for Practitioners Policy as presented, seconded by Mr. Nguyen, motion passed unanimously.

VI. RECONVENE IN EXECUTIVE SESSION PURSUANT TO CHAPTER 551, TEXAS GOVERNMENT CODE FOR THE FOLLOWING:

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 Legal 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 Director of Internal Audit Pursuant to Section 161.032(b)(2), Texas Health and Safety Code, Texas Open Meetings Act.

- 1. Internal Audit Board Reports – J. Grigsby
 - a. Guest Presenter: Candice Moschell, Cybersecurity Senior Manager; Crowe LLP

D. Receive Records, Information and/or Reports from Senior Vice President, Chief Compliance Officer Pursuant to Section 161.032(b)(2), Texas Health and Safety Code, Texas Open Meetings Act.

- 1. Key Findings (s)
 - a. Corrective Action Plan – C. Werenka
- 2. Corporate Compliance Board Report – M. Glasser

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; Executive Vice President/Chief Operating Officer; Executive Vice President/Chief Financial Officer; Senior Vice President, Human Resource & Learning; Executive Vice President/Chief Quality Officer, Senior Vice President/Chief Nursing Officer; Senior Vice President, Operations, Behavior Health and Waiver; Senior Vice President, Community Health/Chief Operating Officer Acclaim; Senior Vice President/Enterprise Risk Management & Chief Compliance Officer; Vice President/Chief of Staff; Vice President, Academic Affairs; Vice President, Patient Care; Vice President, Finance; Vice President, Operations Clinical and Professional Services; Chief Diversity Officer; Vice President, Communications and Community Affairs; Vice President, Operations Support Services; Vice President/Chief Information Officer; Vice President/Chief Strategy Officer; Director, Foundation; Chief Audit Executive; Director, Compliance; and Legal Counsel.

- VII. 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., AND E., AND F.

The Committee reconvened in Open Session at 1:26 p.m.

- X. ADJOURN

There being no further business of the Governance Committee, meeting adjourned at 1:26 p.m.

Zim Zimmerman, Governance Committee Chair

Date