

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

**TO VIEW THIS MEETING LIVESTREAM ONLINE:
JPS HEALTH NETWORK YOUTUBE CHANNEL**

**GOVERNANCE COMMITTEE MEETING
12:00 P.M., THURSDAY, JUNE 22, 2023**

MEETING MINUTES

The Tarrant County Hospital District (“District”) Governance Committee met Thursday, March 23, 2023 with the following members present:

Members Present: Zim Zimmerman, Chair
Dorothy DeBose
Roger Fisher
D.T. Nguyen
Janet Miles, M.D. (alternate)
Jay Haynes, M.D.
Blake Woodard

Members Absent: Daniel Casey, M.D.

Others Attending: Karen Duncan, M.D., President, Chief Executive Officer
Daphne Walker, Executive Vice President, Chief Legal Officer
Colin Werenka, Senior Vice President, Chief Compliance Officer
Will Showalter, Senior Vice President, CIO
Lani Taylor, Board Administrator

I. CALL TO ORDER - *Mr. Zimmerman called the meeting to order at 12:00 p.m. Members present represented a quorum to conduct Governance Committee Meeting.*

II. CITIZENS WISHING TO ADDRESS THE COMMITTEE

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

III. APPROVAL OF MINUTES

A. Governance Committee Meeting – March 23, 2023

Action: *Ms. DeBose made a motion to approve the minutes from the March 23, 2023 Governance Committee Meeting, seconded by Mr. Nguyen, motion passed unanimously.*

IV. COMMITTEE CHAIR REPORT – Z. Zimmerman

Summary: *Mr. Zimmerman did not have a report for the Committee.*

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

- A. Risk Register – C. Werenka
- B. General Compliance Program Updates – C. Werenka

Summary: *Mr. Werenka provided a high level overview and update on Risk Register and the General Compliance Program.*

VI. CONSIDER GOVERNANCE MATTERS REQUIRING COMMITTEE ACTION(S) AND/OR APPROVAL

- A. None

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

Summary: *Executed session started at 12:19 p.m.*

In addition to the matters posted for deliberation in executive (closed) session, the Board may from time to time during the meeting reconvene 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. **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 Report – C. Werenka
- C. **Receive Records, Information and/or Reports from Compliance Officer Pursuant to Section 161.032(b)(2), Texas Health and Safety Code, Texas Open Meetings Act.**
 - 1. Corporate Compliance Board Report – M. Glasser
- D. **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)**
- E. **Deliberations Involving Individuals' Medical or Psychiatric Records Pursuant to Section 551.078,.0785, Texas Open Meetings Act.**
- F. **Deliberate Information Relating to a Proposed New Service or Product Lines.**
- G. **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.**

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., F., and G.

Open session started at 1:40 p.m.

IX. ADJOURN – There being no further business to discuss, the Governance Committee adjourned at 1:40 p.m.


Zim Zimmerman, Committee Chair

09/28/2023
Date