

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

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**JOINT BOARD OF MANAGERS AND
FINANCE, PLANNING AND INVESTMENT COMMITTEE MEETING
10:00 A.M. THURSDAY, DECEMBER 14, 2023**

MEETING MINUTES

The Tarrant County Hospital District (“District”) Board of Managers and Finance, Planning and Investment Committee met in a Joint Meeting on Thursday, December 14, 2023, with the following members present:

*Dorothy DeBose, Board Chair
Roger Fisher, Vice Chair
*DT Nguyen, Board Member
Margaret Holland, M.D., Board Member
*Zim Zimmerman, Board Member
Blake Woodard, Board Member
*Amanda Arizola, Board Secretary
*Tim Davis, Board Member
*Trent Petty, Board Member
*Reverend Ralph Emerson, Board Member
*Janet Miles, M.D., Physician
*Charles Huggins, M.D., Physician

**Finance, Planning and Investment Committee Member*

Members Absent: Leonard Firestone, Board Member

Others Attending: Karen Duncan, MD, President and CEO
Daphne Walker, EVP, Chief Legal Officer
Jill Farrell, EVP, Chief Nursing Officer/Interim COO
Stanley Adams, Interim CFO
Rory McCrady, SVP, Revenue Cycle
Adam Lane, VP, Chief Facilities Management Officer
Colin Werenka, SVP, Chief Compliance Officer
Sudhakar Karlapudi, EVP, Chief Medical Officer
Shannon Fletcher, VP, Chief of Staff
Ashlea Quinonez, VP, Governmental Affairs
Ashley Ridgeway-Washington, SVP, Chief HR Officer
Zelia Baugh, EVP, Behavioral Health Administration
Lani Taylor, Board Administrator

I. WELCOME AND CALL TO ORDER OF JOINT BOARD OF MANAGERS AND FINANCE, PLANNING AND INVESTMENT COMMITTEE MEETING

Ms. DeBose called the meeting to order at 10:05 a.m.

II. OPENING PRAYER & PLEDGE

Invocation given by Sylvia Randolph, Staff Chaplain

III. CITIZENS WISHING TO ADDRESS THE BOARD

There were no citizens present to address the Board.

IV. APPROVAL OF MINUTES

A. Board of Managers Meeting – November 9, 2023

Action: *Mr. Davis made a motion to approve the minutes from the November 9, 2023 Board of Managers Meeting, seconded by Mr. Zimmerman, motion passed unanimously.*

V. BOARD CHAIR REPORT – D. DeBose

Ms. DeBose did not have a report.

VI. CEO REPORT – K. Duncan

Summary: *Dr. Duncan's report highlighted the following –*

- *D CEO Excellence in Healthcare*
- *Texas Hospital Association Healthcare Hero*
- *Tarrant County Deputy Care at JPS*
- *Veterans Celebration*
- *Honoring Dorothy DeBose for her service as Board Chair*

VII. REPORT FROM MEDICAL EXECUTIVE STAFF COMMITTEE REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL – J. Miles

A. Request for Approval of Medical Staff Appointments and Privileges

Action: *Mr. Fisher made a motion to approve, seconded by Mr. Zimmerman, motion passed unanimously.*

B. Consider Approval of Amendments to Medical Staff Bylaws

Action: *Mr. Fisher made a motion to approve, seconded by Mr. Nguyen, motion passed unanimously.*

VIII. COMMITTEE REPORTS AND ACTION

- A. Quality and Patient Safety Committee (November 13, 2023) – M. Holland

Summary: *Dr. Holland provided an overview of topics that were discussed at the Quality and Patient Safety Committee Meeting in November.*

- B. Finance, Planning and Investment Committee (November 16, 2023) – D.T. Nguyen/T. Petty

Summary: *Mr. Nguyen and Mr. Petty provided an overview of topics that were discussed at the Finance, Planning and Investment Committee Meeting in November.*

- C. Human Resources Committee (November 16, 2023) – A. Arizola

1. Consider Approval of Revised Annual Incentive Plan

Summary: *Ms. Arizola requested to pull the Proposed AIP Goals 2024 from the Consent agenda for discussion and Ms. DeBose requested to pull the Revised Annual Incentive Plan (Section VIII, item C-1) from the agenda and defer it back to the Human Resources Committee for further discussion.*

- D. Governance Committee (December 7, 2023) – Z. Zimmerman

Summary: *Mr. Zimmerman provided an overview of topics that were discussed at the Governance Committee Meeting in December.*

IX. OTHER MATTERES REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL

- A. Consider Approval of Nurse Staffing Effectiveness Plan – J. Farrell

Action: *Mr. Zimmerman made a motion to approve, seconded by Mr. Davis, motion passed unanimously.*

PLANNING AGENDA ITEMS

X. PLANNING REPORTS/UPDATES NOT REQUIRING ACTION(S)

- A. Master Facility Plan Construction Project Placemats Update – A. Lane

Summary: *Mr. Lane provided an update on MFP construction projects.*

XI. CONSIDER PLANNING MATTERS REQUIRING COMMITTEE ACTION(S) AND/OR APPROVAL

- A. There are no Planning items for action and/or approval

FINANCE AGENDA ITEMS

XII. FINANCE REPORTS/UPDATES NOT REQUIRING ACTION(S)

- A. JPS Health Network FY23 Year-End Investment Report – S. Adams/G. Warner, Hilltop Securities

Summary: *Hilltop Securities presented the Fiscal Year 2023 Year-End Investment Report to the Board.*

XIII. CONSIDER FINANCE MATTERS REQUIRING ACTION(S) AND/OR APPROVAL

- A. Consider Approval to Transfer Operational Cash to the Board Designated JPS Future Fund – S. Adams/C. Janning, Hilltop Securities

Action: *Mr. Nguyen made a motion to approve, seconded by Mr. Petty, motion passed unanimously.*

- B. Consider Approval FY23 External Audit by Forvis – C. Clark, Forvis

Action: *Mr. Woodard made a motion to approve, seconded by Mr. Davis, motion passed unanimously.*

- ~~C. Consider Approval to Transfer Operational Cash to the Board Designated JPS Future Fund – S. Adams/C. Janning, Hilltop Securities~~

Summary: *item C is a duplicate of item A.*

- D. Consider Approval of Pricing and Consignment Agreement between Community Blood Center d/b/a Maxxeus and Tarrant County Hospital District – S. Adams

- E. Consider Approval of Pricing and Consignment Agreement between Musculoskeletal Transplant Foundation, Inc. d/b/a MTF Biologics and Tarrant County Hospital District – S. Adams

- F. Consider Approval of Exam Glove Supply Agreement between Medline Industries, LP. and Tarrant County Hospital District – S. Adams

Action: *Mr. Davis made a motion to approve items D, E and F as presented, seconded by Mr. Nguyen, motion passed unanimously.*

- G. Consider Approval of Add Product Amendment between Experian Health, Inc. and Tarrant County Hospital District – R. McCrady

Action: *Mr. Zimmerman made a motion to approve, seconded by Mr. Nguyen, motion passed unanimously.*

H. Consider Approval of the Master Subscription and Services Agreement between Iodine Software, LLC (“Iodine”) and Tarrant County Hospital District – R. McCrady

Action: *Mr. Woodard made a motion to approve, seconded by Mr. Zimmerman, Mr. Nguyen abstained, motion passed.*

I. Consider Approval of Service Order #2 – PEC between Covalus, LLC and Tarrant County Hospital District – A. Lane

Action: *Reverend Emerson made a motion to approve, seconded by Mr. Petty, motion passed unanimously.*

J. Consider Approval of Work Package Authorization No. 2 between Beck-Potere Joint Venture and Tarrant County Hospital District (1204524) – A. Lane

Action: *Mr. Petty made a motion to approve, seconded by Mr. Davis, motion passed unanimously.*

K. Consider Approval of Stop Loss Insurance Application between Unum Life Insurance Company of America and Tarrant County Hospital District – A. Ridgeway-Washington

Action: *Reverend Emerson made a motion to approve, seconded by Mr. Zimmerman, motion passed unanimously.*

L. Consider Approval of Professional Services Agreement: Adult an Adolescent Crisis Mental health Services between MHMR of Tarrant County and Tarrant County Hospital District – Z. Baugh

Action: *Mr. Petty made a motion to approve, seconded by Mr. Davis, motion passed unanimously.*

M. Consider Approval of Professional Services Agreement: Inpatient Mental Health Services for Involuntary Commitments between MHMR of Tarrant County and Tarrant County Hospital District – Z. Baugh

Action: *Mr. Nguyen made a motion to approve, seconded by Mr. Zimmerman, motion passed unanimously.*

N. Consider Approval of the First Amendment to Medical Education Affiliation Agreement (Ophthalmology) between the University of Texas Southwestern Medical Center and Tarrant County Hospital District – T. Elliott

Action: *Mr. Zimmerman made a motion to approve, seconded by Ms. Arizola, motion passed unanimously.*

XIV. CONSENT AGENDA: ALL CONSENT AGENDA ITEMS WERE DISCUSSED IN BOARD COMMITTEE MEETINGS AND MAY REQUIRE LITTLE OR NO DELIBERATION BY THE BOARD OF MANAGERS, BUT REQUIRE BOARD APPROVAL.

Action: *Mr. Woodard requested to remove item F., Approval of Amendment #3 to the Administrative Services Only Agreement between Cigna Health and Life Insurance Company and Tarrant County Hospital District from the consent agenda for further discussion.*

Reverend Emerson made a motion to approve the consent agenda with the exception of item F. as mentioned above and the Proposed AIP Goals 2024, seconded by Mr. Zimmerman, motion passed unanimously.

QUALITY AND PATIENT SAFETY

- A. Approval of Quality Assessment Performance Improvement Plan (QAPI)

FINANCE, PLANNING AND INVESTMENT

- A. Approval of October 2023 Unaudited Financial Reports
- B. Approval of Design-Build Amendment to AIA Document A141 – 2014 between H.J. Russell & Company and Tarrant County Hospital District (1157604)
- C. Approval of Service Order #3 between Covalus, LLC and Tarrant County Hospital District (1193408)
- D. Approval of Schematic Design Amendment between Jacobs Engineering Group Inc. and Tarrant County Hospital District (1193446)
- E. Approval of Amendment #4 to the Employee Pharmacy Benefit Management Services Agreement between MaxorPlus LTD. and Tarrant County Hospital District (1173131)
- F. Approval of Amendment #3 to the Administrative Services Only Agreement between Cigna Health and Life Insurance Company and Tarrant County Hospital District (1187040)
- G. Approval of Contract between Tarrant County, MHMR of Tarrant County and Tarrant County Hospital District (1203885)

HUMAN RESOURCES

- A. Approval of Proposed AIP Goals 2024 – J. Farrell

GOVERNANCE

- A. Approval of Fiscal Year 2024 Governance Work Plan

- B. Approval of Tarrant County Hospital District (TCHD) Policies and/or Plans
 - 1. COM 8300 Compliance Education and Training Policy
 - 2. COM 8500 Prohibition against doing Business with Excluded or Ineligible Persons or Entities

PULLED FROM CONSENT FOR FURTHER DISCUSSION –

HUMAN RESOURCES

- A. Approval of Proposed AIP Goals 2024 – J. Farrell

Summary: *Ms. Arizola made a recommendation to amend the readmission stretch goal outlined in the Proposed AIP Goals 2024.*

Action: *Ms. DeBose recommended that the amendment is referred back to the Human Resources Committee for further discussion.*

FINANCE, PLANNING AND INVESTMENT

- F. Approval of Amendment #3 to the Administrative Services Only Agreement between Cigna Health and Life Insurance Company and Tarrant County Hospital District (1187040)

Action: *Mr. Petty made a motion to reapprove the consent agenda to include the Approval of Amendment #3 to the Administrative Services Only Agreement between Cigna Health and Life Insurance Company and Tarrant County Hospital District and defer the Proposed AIP Goals 2024 to the Human Resources Committee, seconded by Mr. Zimmerman, motion passed unanimously.*

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

Summary: *There were no items to discuss in Executive Session.*

In addition to the matters posted for deliberation in executive (closed) session, the Committee may from time to time during the meeting reconvene 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. **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 Committees**

- 1. Request for Approval of Medical Staff Appointments and Privileges – J. Miles

- B. **Deliberation Involving Individuals' Medical or Psychiatric Records Pursuant to Section 551.078, .0785, Texas Open Meetings Act.**
- C. **Deliberation Regarding the Purchase, Exchange, Lease, or Value of Real Property Pursuant to Section 551.072, Texas Open Meetings Act.**
- D. **Deliberate Information Relating to a Proposed New Service or Product Lines.**
- E. **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.**
- F. **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.**
- 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.**
- H. **Deliberations Regarding Security Devices or Security Audits Pursuant to Sections 551.076 and 551.089, Texas Open Meetings Act.**
- I. **Deliberation Regarding Economic Development Negotiations Pursuant to Section 551.087, Texas Open Meetings Act.**

XVI. RECONVENE IN OPEN SESSION FOR DELIBERATION(S) AND/OR ACTION(S) DEEMED NECESSARY REGARDING ANY MATTER LISTED ON THE CLOSED SESSION AGENDA, PARAGRAPHS XI. A., B., C., D., E., F., G., H., and I.

XVII. ADJOURN

There being no further business to discuss, the Joint Board of Managers and Finance, Planning and Investment Committee Meeting adjourned at 1:21 p.m.



Roger Fisher, Board Chair

1/18/24

Date