

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

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**BOARD OF MANAGERS MEETING
1:00 P.M., THURSDAY, SEPTEMBER 14, 2023**

MEETING MINUTES

The Tarrant County Hospital District ("District") Board of Managers met Thursday, September 14, 2023, with the following members present:

Roger Fisher, Acting 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

Board Members Absent:

Dorothy DeBose, Board Chair
Leonard Firestone, Board Member
Trent Petty, Board Member
Rev. Emerson, Board Member

Others Attending:

Karen Duncan, M.D., President and Chief Executive Officer
Daphne Walker, EVP. Chief Legal Officer
Jill Farrell, EVP, Interim Chief Operating Officer
Shannon Fletcher, VP, Chief of Staff
Janet Miles, M.D., Physician, Lab Administration
Sudhakar Karlapudi, MBBS, MBA, EVP, Chief Medical Officer
Colin Werenka, Chief Compliance Officer
Ashley Ridgeway-Washington, SVP Chief HR Officer
Joy Parker, VP, Network Operations
Ashlea Quinonez, VP Government Relations
Lani Taylor, Board Administrator

I. WELCOME AND CALL TO ORDER OF BOARD OF MANAGERS

Mr. Fisher called the meeting to order at 1:05 p.m.

II. OPENING PRAYER & PLEDGE

Invocation given by Bruce Aalborg, 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 – August 10, 2023

Action: *Mr. Zimmerman made a motion to approve the minutes from August 10, 2023 with the following amendment: Section X, items A. and B. note that there was one abstention, the motion was seconded by Ms. Arizola, motion passed unanimously. Revised minutes attached.*

B. Joint Board of Managers and Finance, Planning and Investment Committee Meeting – August 24, 2023

Action: *Mr. Nguyen made a motion to approve the minutes from August 24, 2023, seconded by Mr. Davis, motion passed unanimously.*

V. 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. Nguyen made a motion to approve medical staff privileges as presented, seconded by Mr. Davis, motion passed unanimously.*

B. Request for Approval of the 2023 Resolution of Commitment to Level 1 Trauma Program

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

VI. COMMITTEE REPORTS AND ACTION

A. Quality and Patient Safety Committee – M. Holland

B. Finance, Planning and Investment Committee – D.T. Nguyen/T. Petty

C. Human Resources Committee – A. Arizola

Summary: *Dr. Holland and Ms. Arizola provided a high level overview of the topics that were covered in the Quality and Patient Safety Committee and Human Resources Committee Meetings in August. The Finance, Planning and Investment Committee met in a Joint meeting with the Board of Managers in August therefore there was a no report.*

VII. OTHER MATTERS REQUIRING BOARD DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL

VIII. 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. Zimmerman made a motion to approve the consent agenda, seconded by Mr. Nguyen, motion passed unanimously.*

QUALITY

- A. Approval of MM 100 Pharmacy Operations Policy

FINANCE, PLANNING AND INVESTMENT

All items were approved at the August Joint Board of Managers and Finance, Planning and Investment Committee meeting on August 24, 2023, therefore there are no consent items for approval.

HUMAN RESOURCES

- A. Approval of Recommendations from Ad Hoc Compensation Committee –
- Turn the full Mercer assessment over to the CEO and HR staff to consider and move forward with the recommendations on adjusting executive salary base comp.
 - Move forward with reviewing draft revised AIP and DC Serp documentation for the HR Committee and Board's further discussion.
 - Discontinue the long-term incentive plan in favor of an improved AIP and evaluation of a DC Serp plan.
 - Freeze the Government Excess Benefit Account.

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

Summary: *The Board did not have business to discuss in Executive Session.*

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. **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)**
1. Request for Approval of Medical Staff Appointments and Privileges – J. Miles
- B. **Deliberation Regarding the Purchase, Exchange, Lease, or Value of Real Property Pursuant to Section 551.072, Texas Open Meetings Act.**
- C. **Deliberations Involving Individuals' Medical or Psychiatric Records Pursuant to Section 551.078,.0785, Texas Open Meetings Act.**
- D. **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.**
- E. **Deliberate Information Relating to a Proposed New Service or Product Line.**
- 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.**

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

There being no further business to discuss, the Board of Managers Meeting adjourned at 1:20 p.m.


Dorothy DeBose, Board Chair

10/12/2023
Date