

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

**JPS Health Network
1500 S. Main Street, Fort Worth, TX 76104
3rd Floor Outpatient Conference Rooms**

Joint Finance Committee Meeting and Board of Managers Meeting

Thursday, December 13, 2018

Meeting Minutes

The Tarrant County Hospital District ("District") Joint Finance Committee Meeting and Board of Managers met Thursday, December 13, 2018, JPS Health Network, 1500 S. Main Street, 3rd Floor Outpatient Conference Rooms with the following members present:

Charlie Powell, Board Chair
Rev. Ralph Emerson, Immediate Past Board Chair
Charles Webber, M.D., Vice Chair
Dorothy DeBose
Roger Fisher
Rex Hyer, M.D.
Steve Montgomery
Warren Norred – *arrived at 2:12pm*
Steven Simmons, D.O.

Board Members Absent:

D.T. Nguyen, Board Secretary
Trent Petty

Others Attending:

Robert Earley, President, Chief Executive Officer
Bill Whitman, Senior Executive Vice President, Chief Operating Officer
Zelia Baugh, Executive Vice President, Behavioral Health
Lara Burnside, Senior Vice President, Strategy, Chief Patient Experience Officer
Kenneth Carr, Senior Vice President, Network Operations
Sharon Clark, Executive Vice President, Chief Financial Officer
Karen Duncan, M.D., Executive Vice President, Community Health
Tricia Elliott, M.D., Vice President, Academics & Research, Chief Academic Officer
Michelle Green-Ford, Vice President, Diversity & Inclusion, Chief Diversity Officer
Michael Hochberg, M.D., President, Chief Medical Officer, Acclaim Physician Group
Bill Kingston, Vice President, Philanthropy & Community Development
Timothy Kremer, M.D., Senior Vice President, Chief Medical Officer
J.R. Labbe, Vice President, Communications & Community Affairs
Timothy Niacaris, M.D., Vice President, Health Informatics & Analysis, Chief Medical Information Officer
Wanda Peebles, Executive Vice President, CNO Acute Care
Dianna Prachyl, Senior Vice President, Chief Operating Officer, Acclaim Physician Group
Scott Rule, Vice President, Chief of Staff
Trudy Sanders, Vice President, Patient Care Services
Chet Schrader, M.D., President, Medical Staff
Ron Skillens, Senior Vice President, Enterprise Risk Management, Chief Compliance Officer
Trisha Swift, Vice President, Chief Quality Officer
Pia Walker, Senior Vice President, Human Resources
Neal Adams, General Counsel
Suzanne Barnes, Recording Secretary

Guest: Honorable Mayor Betsy Price

I. **CALL TO ORDER** – Charlie Powell called the meeting to order at 1:05pm

II. **OPENING PRAYER & PLEDGE**

III. **CITIZENS WISHING TO ADDRESS THE BOARD** – Carolyn Wilson addressed the board

IV. **APPROVAL OF MINUTES**

A. Board of Managers – November 8, 2018

Action: Dorothy DeBose motioned to approve the November 8, 2018 minutes, seconded by Charles Webber, M.D., motion passed unanimously.

B. Nominating Committee Minutes – November 8, 2018

Action: Steve Montgomery motioned to approve the November 8, 2018 Nominating Committee minutes, seconded by Steve Simmons, D.O., motion passed unanimously.

C. Finance Committee – November 15, 2018

Action: Mr. Montgomery motioned to approve the November 15, 2018 Finance Committee minutes, seconded by Roger Fisher, motion passed unanimously.

V. **BOARD CHAIR REPORT**

Summary: Mr. Powell updated the Board on the following

- Congratulations to Michelle Green-Ford on her new position as Vice President, Diversity & Inclusion, Chief Diversity Officer
- Congratulations to Robert Earley for being named a finalist for Outstanding Healthcare Executive in D CEO Magazine's annual Excellence in Healthcare Awards
- Appreciation to the Citizens Blue Ribbon Committee and thanks to GK Maenius and his staff

VI. **CEO REPORT**

Summary: Mr. Earley updated the Board on the following

- Thanked Chaplain Lee Ann Franklin and her team for the Blessing of the Hands
- Thanked Wanda Peebles for the Christmas decorations
- Annual Patient Experience Awards Celebration
- Annual Patient Safety & Quality Fair

VII. **REPORT FROM AUDITOR BKD Chris Clark**

Summary: Chris Clark presented the Auditor's report for the Financial Statement Audit and the Grant Compliance Audit (Federal Grant Awards).

Please refer to the video located at

http://www.jpshealthnet.org/about_jps/public_information/public_meetings/board

Action: Consider Acceptance of BKD Auditor's Report FY18 and Consider Approval of FY18 Audit

Mr. Montgomery motioned to approve the BKD Auditor's Report FY18 and the FY18 Audit, seconded by Mrs. DeBose, motioned passed unanimously.

VIII. REPORT FROM MEDICAL EXECUTIVE STAFF COMMITTEE REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL – C. SCHRADER

A. Consider Approval of Department of Psychiatry Licensed Clinical Social Worker Delineation of Privileges

Action: Charles Webber, M.D., motioned to approve the Department of Psychiatry Licensed Clinical Social Worker Delineation of Privileges, seconded by Rev. Ralph Emerson, motion passed unanimously.

B. Consider Approval of Department of Psychiatry Licensed Professional Counselor Delineation of Privileges

Action: Rev. Emerson motioned to approve the Department of Psychiatry Licensed Professional Counselor Delineation of Privileges, seconded by Mrs. DeBose, motion passed unanimously.

C. Consider Approval of Oral and Maxillofacial Surgery Physician Assistant Delineation of Privileges

Action: Item C. has been pulled from the agenda

IX. REPORT FROM ACCLAIM PHYSICIAN GROUP, INC, REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL – Dr. Hochberg

Summary: Michael Hochberg, M.D., updated the Board on Acclaim Physician Group

- Alignment and integration of the organizational goals and how they cascade to Acclaim and then cascade to various physician partner groups
- Acclaim Service Line Score Cards
- Global Acclaim Goal Score Card

X. COMMITTEE REPORTS AND ACTION

**A. Finance Committee Report and/or Action – S. Montgomery, Chair
Thursday, November 15, 2018**

1. Financial Summary Report – S. Clark

**B. Human Resources Committee Report and/or Action – D. DeBose, Chair
Thursday, November 15, 2018**

1. Consider Approval of Annual Incentive Pay for FY18

Action: Mrs. DeBose motioned to approve the Annual Incentive Pay for FY18, seconded by Mr. Steve Montgomery, motion passed unanimously

2. Consider Approval of Long Term Incentive Pay for FY 18 – B. Whitman

Action: Mrs. DeBose motioned to approve the Long Term Incentive Pay for FY18, seconded by Dr. Webber, motion passed unanimously

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

- A. Consider Approval of Reappointment of Scott Rule to the TIRZ #3 Board of Directors Appointments for the City of Euless – R. Earley

Action: Rev. Emerson motioned to approve the Reappointment of Scott Rule to the TIRZ #3 Board of Directors Appointments for the City of Euless, seconded by Mrs. DeBose, motion passed unanimously.

- B. Consider Approval of Letter of Agreement for Managed Medicaid Uniform Hospital Rate Increase Program between Cook Children’s Health Plan and Tarrant County Hospital District d/b/a JPS Health Network (586830) – S. Clark

Action: Rev. Emerson motioned to approve the Letter of Agreement for Managed Medicaid Uniform Hospital Rate Increase Program between Cook Children’s Health Plan and Tarrant County Hospital District d/b/a JPS Health Network (586830) seconded by Mrs. DeBose, motion passed unanimously.

- C. Consider Approval of Agreement between Hutcherson Construction, Inc. and Tarrant County Hospital District d/b/a JPS Health Network for Emergency Department Expansion (608123) – B. Whitman

Action: Rev. Emerson motioned to approve the Agreement between Hutcherson Construction, Inc. and Tarrant County Hospital District d/b/a JPS Health Network for Emergency Department Expansion (608123), seconded by Warren Norred, motion passed unanimously.

- D. Consider Approval of the First Amendment to Group Policy No. UNI-202634 issued by Unimerica Insurance Company to the Tarrant County Hospital District, d/b/a JPS Health Network (610847) – P. Walker

Action: Mr. Montgomery motioned to approve the First Amendment to Group Policy No. UNI-202634 issued by Unimerica Insurance Company to the Tarrant County Hospital District, d/b/a JPS Health Network (610847) seconded by Mrs. DeBose, motion passed unanimously.

- E. Consider Approval of the First Amendment to the Interlocal Cooperation Library Service Agreement by and between the University of North Texas Health Science Center at Fort Worth and the Tarrant County Hospital District d/b/a JPS Health Network (592648) - Dr. T. Elliott

Action: Mrs. DeBose motioned to approve the First Amendment to the Interlocal Cooperation Library Service Agreement by and between the University of North Texas Health Science Center at Fort Worth and the Tarrant County Hospital District d/b/a JPS Health Network (592648), seconded by Dr. Webber, motion passed unanimously.

- F. Pursuant to JPS Purchasing Procedure LD 7205 Section VIII(g)(1) regarding an exception to competitive bidding for purchase of goods and services which competition is precluded because of the existence of patents, copyrights, secret processes, or monopolies, consider approval of exemptions(s) of purchase from competitive bidding and Consider Approval of CardioMEMS Introductory System Purchase Agreement between Abbot Laboratories, Inc. and the Tarrant County Hospital District d/b/a JPS Health Network (611131) – Dr. T. Elliott

Action: Mr. Fisher motioned to approve the CardioMEMS Introductory System Purchase Agreement between Abbot Laboratories, Inc. and the Tarrant County Hospital District d/b/a JPS Health Network (611131), seconded by Rex Hyer, M.D., motion passed unanimously.

- G. Consider Approval of First Amendment to Product Supply and Site Services Agreement and First Extension of Agreement Term between Praxair, Inc. and the Tarrant County Hospital District d/b/a JPS Health Network (555568) – K. Carr

Action: Mr. Montgomery motioned to approve the First Amendment to Product Supply and Site Services Agreement and First Extension of Agreement Term between Praxair, Inc. and the Tarrant County Hospital District d/b/a JPS Health Network (555568), seconded by Dr. Webber, motion passed unanimously.

- H. Pursuant to JPS Purchasing Procedure LD 7205 Section VIII(g)(1) regarding an exception to competitive bidding for purchase of goods and services which competition is precluded because of the existence of patents, copyrights, secret processes, or monopolies, consider approval of exemptions(s) of purchase from competitive bidding and Consider Approval of Service Agreement between Ziehm Imaging, Inc. and the Tarrant County Hospital District d/b/a JPS Health Network (535356) – K. Carr

Action: Mrs. DeBose recommended that this be tabled and brought back to the board with the Diversity Form included with the agreement.

- I. Consider Approval of Professional Services Agreement between Hospital Housekeeping Systems, LLC and the Tarrant County Hospital District d/b/a JPS Health Network (612939) – K. Carr

Action: Mrs. DeBose motioned to approve the Professional Services Agreement between Hospital Housekeeping Systems, LLC and the Tarrant County Hospital District d/b/a JPS Health Network (612939), seconded by Dr. Hyer, motion passed unanimously.

XII. 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: Mrs. DeBose motioned to approve the Consent Agenda items, seconded by Rev. Emerson, motion passed unanimously.

- A. Consider Approval of Acceptance of October 2018 Unaudited Financial Report – S. Clark

- B. Consider Approval of Professional Services Agreement between BKD, LLP and Tarrant County Hospital District d/b/a JPS Health Network (467948) – S. Clark

- C. Pursuant to JPS Purchasing Procedure LD 7205 Section VIII(g)(1) regarding an exception to competitive bidding for purchase of goods and services which competition is precluded because of the existence of patents, copyrights, secret processes, or monopolies, consider approval of exemptions(s) of purchase from competitive bidding and Consider Approval of Service and Maintenance Agreement between Translogic Corporation d/b/a Swisslog Healthcare and Tarrant County Hospital District d/b/a JPS Health Network (599083) - B. Whitman
- D. Pursuant to JPS Purchasing Procedure LD 7205 Section VIII(g)(1) regarding an exception to competitive bidding for purchase of goods and services which competition is precluded because of the existence of patents, copyrights, secret processes, or monopolies, consider approval of exemptions(s) of purchase from competitive bidding and Consider Approval of Service Agreement between Abbott Laboratories, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (530769) - K. Carr
- E. Consider Approval of Annual Incentive Plan (AIP) FY19– B. Whitman
- F. Consider Approval of Long Term Incentive Plan (LTIP) FY19– B. Whitman
- G. Consider Approval of TCHD Policy HR 1100 Competency Test - P. Walker
- H. Consider Approval of TCHD Policy HR 1200 Performance Management – P. Walker
- I. Consider Approval of TCHD Policy HR 2400 Mandatory Training – P. Walker

XIII. REPORT OF GENERAL COUNSEL AND//OR LEGAL MATTERS REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL

- C. Report of Contracts Negotiated on behalf of Tarrant County Hospital District d/b/a JPS Health Network that are under \$500,000 for the previous month. – N. Adams

Summary: Neal Adams reported 35 contract under 500,000

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

The Board reconvened in Executive Session at 2:40pm

XV. RECONVENE IN OPEN SESSION FOR DELIBERATION(S) AND/OR ACTION(S) DEEMED NECESSARY REGARDING ANY MATTER LISTED ON THE EXECUTIVE SESSION AGENDA, PARAGRAPHS XV. A, B, C, D, E, AND F.

The Board reconvened in Open Session at 2:50pm

Summary: Consider Approval of Privileges/Appointments and Reappointments to the Medical Staff as presented – C. Schrader, M.D.

Action: Dr. Webber motioned to approve the Privileges/Appointments and Reappointments to the Medical Staff as presented, seconded by Dr. Hyer, motion passed unanimously.

XVI. ADJOURN

Action: There being no further business, the meeting adjourned at 2:50pm

Charlie Powell

Charlie Powell, Board Chair

_____ Date