

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

JPS HEALTH NETWORK  
1500 S. MAIN STREET  
FT. WORTH, TX 76104

3RD FLOOR OPC CONFERENCE ROOM

JOINT BOARD OF MANAGERS MEETING AND GOVERNANCE COMMITTEE  
12:00 PM August 22, 2019

Meeting Minutes

The Joint TCHD Board of Managers and Governance Committee met Thursday, August 22, 2019 in the auditoriums of the JPS Health Network Outpatient Building, 1500 S. Main Street, Fort Worth, Texas 76104. The following Board/Committee members were present:

Roger Fisher II, Committee Chair  
Charlie Powell, Board Chair  
Charles Webber, M.D., Vice Chair  
Dorothy DeBose  
D.T. Nguyen  
Amanda Arizola  
Trent Petty  
Zim Zimmerman

Committee Members Absent: None

Others Attending: Bill Whitman, Senior Executive Vice President, Chief Operating Officer  
Sharon Clark, Senior Executive Vice President, Chief Financial Officer  
Ron Skillens, Senior Vice President, Enterprise Risk Management, Chief Compliance Officer  
Robert Browder, Vice President, Office of Legal Services  
David Mendenhall, Vice President, Chief Technology Officer  
Michael Hochberg, M.D., Executive Vice President, Chief Clinical Officer, President, Acclaim Physician Group  
Kenny Carr, Senior Vice President, Network Operations  
Diana Brodeur, Vice President, Communications  
Michelle Green-Ford, Vice President, Chief Diversity Officer  
Tim Kremer, M.D., Senior Vice President, Chief Physician Engagement Officer  
Michelle Atkins, Chief Audit Executive  
Cory Hartsfield, General Counsel  
Tim LaChiusa, Director, Internal Audit  
Nicole Shoquist, Director, Pharmacy Services  
Audrey Williams, 340B Program Compliance Specialist  
April Nash, Recording Secretary



**I. CALL TO ORDER**

The meeting of the Joint Board of Managers and Governance Committee meeting was called to order at 12:07 P.M. by Committee Chair, Roger Fisher.

**II. CITIZENS WISHING TO ADDRESS THE COMMITTEE**

There were no citizens signed in to speak.

**III. APPROVAL OF MINUTES – Thursday, June 27, 2019****Action:**

Mr. Fisher called for a motion to approve the June 27, 2019 Governance Committee minutes. The motion was made by Dorothy DeBose and seconded by Charlie Powell. The minutes were approved unanimously.

**IV. COMMITTEE CHAIR REPORT –****A. Consider for Discussion and/or Committee Action and/or Approval of the Amendments to The Acclaim Bylaws****Action:**

Mr. Fisher tabled discussion of the Acclaim bylaws pending review by the Acclaim board.

**V. CONSIDER GOVERNANCE COMMITTEE REPORTS/UPDATES FOR DISCUSSION AND/OR COMMITTEE ACTION****A. Compliance Program Report(s)/Update(s) – R. Skillens, M. Atkins****1. Key Compliance Headlines****Summary:**

Ron Skillens updated the Board on recent fines and enforcement actions.

**2. Compliance Program Updates****Summary:**

Michelle Atkins educated the Board on the various forms of oversight the hospital is subject to, including the requirement to have an effective compliance program.

**3. Proposed For Acceptance: FY20 Compliance Work Plan****Summary:**

Ms. Atkins outlined the proposed work plan including probe audits, full audits and an out-sourced audit which will assess the compliance program.

**Action:**

Mr. Fisher called for a motion to approve the FY20 Compliance Work Plan. The motion was made by Mr. Powell and seconded by Ms. DeBose. The FY20 Compliance Work Plan was approved unanimously.

B. Internal Audit Report(s)/Update(s) – R. Skillens, M. Atkins

1. Proposed For Acceptance: FY20 Internal Audit Work Plan

**Summary:**

Ms. Atkins briefed the Board on the proposed FY 20 Internal Audit Work Plan, including the published expectation that Internal Audit adjust its work plan according to risk priorities. Ms. Atkins requested flexibility in the upcoming year as Internal Audit seeks to fulfill this mandate. Ms. Atkins stated that the Internal Audit program will be assessed in 2020.

**Action:**

Mr. Fisher called for a motion to approve the FY20 Internal Audit Plan. The motion was made by Ms. DeBose and seconded by Charles Webber, M.D. The FY20 Internal Audit Work Plan was approved unanimously.

**VI. RECONVENE IN EXECUTIVE SESSION PURSUANT TO CHAPTER 551, TEXAS GOVERNMENT CODE.**

The Committee reconvened in Executive Session at 12:49 PM

**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., E., AND F.**

The Committee reconvened in Open Session at 1:08 PM

**VIII. CONSIDER MATTERS REQUIRING COMMITTEE ACTION OR DISCUSSION:**

**IX. ADJOURN**

There being no further business, the meeting adjourned at 1:08 P.M.



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Roger Fisher II, Chair, Governance Committee

10/24/19

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Date