

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

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

**Board of Managers Meeting**

**Thursday, November 14, 2019**

**Meeting Minutes**

The Tarrant County Hospital District ("District") Board of Managers met Thursday, November 14, 2019 JPS Health Network, 1500 S. Main Street, 3<sup>rd</sup> Floor Outpatient Conference Rooms with the following members present:

Charlie Powell, Board Chair  
Charles Webber, M.D., Board Vice Chair  
D.T. Nguyen, Board Secretary  
Amanda Arizola  
Dorothy DeBose  
Roger Fisher  
Steve Montgomery  
Trent Petty  
Steven Simmons, D.O.  
Zim Zimmerman

**Board Members Absent:** Rev. Ralph Emerson, Immediate Past Board Chair

**Others Attending:** Robert Earley, President, Chief Executive Officer  
Bill Whitman, Senior Executive Vice President, Chief Operating Officer  
Zelia Baugh, Executive Vice President, Behavioral Health  
Diana Brodeur, Vice President, Communications  
Robert Browder, Vice President, Legal Services  
Lara Burnside, Senior Vice President, Strategy, Chief Patient Experience Officer  
Kenny Carr, Senior Vice President, Network Operations  
Sharon Clark, Senior Executive Vice President, Chief Financial Officer  
Karen Duncan, M.D., Executive Vice President, Community Health Administration  
Tricia Elliott, M.D., Senior Vice President, Medical Academic and Research Affairs, Chief Academic Officer  
Michelle Green-Ford, Vice President, Diversity & Inclusion Chief Diversity Officer  
Michael Hochberg, M.D., Chief Clinical Officer, President and Chief Medical Officer of Acclaim Physicians  
Timothy Kremer, M.D., Senior Vice President, Chief Physician Engagement Officer  
David Mendenhall, Vice President, Chief Technology Officer  
Joy Parker, Vice President, Community Health Administration  
Wanda Peebles, Executive Vice President, Acute Care, Chief Nursing Officer  
Dianna Prachyl, Senior Vice President, Acclaim Chief Operating Officer  
Trudy Sanders, Vice President, Patient Care Services  
Ron Skillens, Senior Vice President, Enterprise Risk Management, Chief Compliance Officer  
Gerald Stephenson, M.D., Interim Vice President, Chief Quality Officer  
Pia Walker, Senior Vice President, Human Resources & Learning  
Neal Adams, General Counsel  
Suzanne Barnes, Recording Secretary

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

**II. OPENING PRAYER & PLEDGE**

**III. CITIZENS WISHING TO ADDRESS THE BOARD**

**Summary:** No citizens addressed the board

**IV. APPROVAL OF MINUTES**

**A. Board of Managers – October, 10, 2019**

**Action:** Mrs. DeBose motioned to approve the October 10, 2019 minutes, seconded by Dr. Webber, motion passed unanimously.

**V. BOARD CHAIR REPORT**

**Summary:**

- Mr. Powell recognized the Veterans and thanked them for their service
- Thanked the Foundation for all their hard work
- Wished everyone a happy Thanksgiving

**VI. CEO REPORT**

**Summary:** Mr. Earley updated the Board on the following

- Veterans Day
- Pia Walker 2019 Individual Diversity First Leadership Award
- Patient Experience Mastery Program

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

**A. Consider Approval of Cardiovascular Disease (Cardiology) Clinical Privileges**

**Action:** Dr. Webber motioned to approve the Robotic Assisted System Privilege in Oral and Maxillofacial Surgery Privileges, seconded by Dr. Simmons, motioned passed unanimously.

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

**Summary:** Dr. Hochberg informed the board that as of December 2<sup>nd</sup> they have retained the Chief Medical Information Officer

Dr. Stephenson gave an overview on the following;

- AHRQ Patient Safety Culture Survey
- Hand Hygiene

**IX. COMMITTEE REPORTS AND ACTION**

**A. Consider recommendations of the Nominating Committee to the Board of Managers for the election of:**  
– T. Petty, Member

1. Chairman of the Board of Managers
2. Vice Chairman of the Board of Managers
3. Secretary of the Board of Managers

**Action:** Mr. Petty motioned in behalf of the Nominating Committee to recommend to elect the officers beginning January 1, 2020, , seconded by Steve Montgomery motioned passed unanimously.

1. Chairman of the Board of Managers – Dr. Chuck Webber
2. Vice Chairman of the Board of Managers – Dorothy DeBose
3. Secretary of the Board of Managers – Roger Fisher

B. Finance Committee/or Action – S. Montgomery, Chair  
Thursday, October 24, 2019

1. Financial Summary Report – Ms. Clark presented the September 30<sup>th</sup> Finance Summary Report

C. Governance Committee/or Action – R. Fisher, Chair  
Thursday, October 24, 2019

1. Mr. Fisher updated the board at the next Governance Committee they will present the formal orientation for new board members and continue education for all board members. This will be brought to the full board for consideration.

D. Planning Committee/or Action – T. Petty, Chair  
Thursday, November 7, 2019

1. Mr. Petty gave an update to the board on the RFP which was presented to the Joint BOM and Planning Committee and it was approved and it was forwarded to the Commissioner's Court for consideration.

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

A. Consider Approval of Reappointment JR Labbe to the City of Fort Worth Tax Increment Financing District Board Appointments for a term of two years – R. Earley

1. TIF 03 Downtown
2. TIF 04 Southside
3. TIF 06 Riverfront
4. TIF 09 Trinity River Vision
5. TIF 10 Lone Star/Cabela's
6. TIF 12 East Berry Renaissance
7. TIF 13 Woodhaven

**Action:** Mr. Montgomery motioned to approve the Reappointment of JR Labbe to the City of Fort Worth Tax Increment Financing District Appointments for a term of two years, seconded by Ms. DeBose, motioned passed unanimously.

B. Consider Approval of NPSG 700 Never Events Management Policy – R. Stephenson, MD

**Action:** Mr. Zimmerman motioned to approve the NPSG 700 Never Events Management Policy, seconded by Mr. Nguyen, motioned passed unanimously.

C. Consider Approval of IC 1 Infection Prevention and Control Program Authority and Approval Statement – R. Stephenson, MD

**Action:** Mr. Montgomery motioned to approve the IC 1 Infection Prevention and Control Program Authority and Approval Statement, seconded by Dr. Webber, motioned passed unanimously.

D. Approval and authorization to engage The Lanier Law Firm, PC ("Law Firm") as outside legal counsel to represent the District on a contingent fee basis in contemplated lawsuit against drug manufacturers, distributors, retailers and others involved in the sale and promotion of the legal use of opioids (collectively "Pharma Providers").

The following notice was provided in the Agenda portion for this meeting in compliance with Texas Government Code Section 2254.1036 with respect to contingent fee engagement with the Law Firm:

- (1.) Such engagement would permit the District to follow a significant number of other public and private hospitals and healthcare providers who have engaged contingent fee attorneys to file lawsuits seeking in seeking recovery from Pharma Providers for various violations of and claims under Texas and Federal laws by Pharma Providers that have resulted in an epidemic of addiction to and increased use of opioids in the medical treatment of pain, as well as other uses ("Opioid Abuses"), which has caused significant costs, expenses and losses to the District ("Opioid Damages"), which the District believes are recoverable;
- (2.) contingent fee contract appears to be the only viable means of sustaining the required litigation, taking into account the cost of litigation and the length of time anticipated until the time any recovery could be realized;
- (3.) The Law Firm is one of very few law firms that have the specialized expertise, previous experience, qualifications, financial capacity and attorney and other resources which are required to present, sustain and prosecute these District claims against the Pharma Providers for Opioid Abuses to and through trial and appeal to final judgment;
- (4.) The District has not been previously represented by and does not currently have a relationship with the Law Firm;
- (5.) These legal services cannot be performed by the attorneys and support staff for the District due to the excessive time and their lack of the specialized knowledge, expertise, experience and qualifications required;
- (6.) These legal services cannot be provided by private attorneys under an hourly contract because the estimated cost for preparation, trial and appeal is more than the District could pay and would likely impair the District's financial ability to sustain its normal hospital operations at an acceptable level of service; and
- (7.) For these reasons, a contingency fee contract between the District and the Law Firm would be in the best interests of the residents of Tarrant County.

**Action:** Mr. Montgomery motioned to approve the authorization to engage the Lanier Law Firm, PC as outside legal counsel to represent the District on a contingent fee basis in contemplated lawsuit against drug manufacturers, distributors, retailers and others involved in the sale and promotion of the legal use of opioids (collectively "Pharma Providers"), as reflected on the resolution, seconded by Dr. Simmons, motioned passed unanimously.

**XI. 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 motioned to approve the Consent Agenda items, seconded by Mr. Nguyen, motion passed unanimously.

- A. Consider Approval of Acceptance of September 2019 Unaudited Financial Report – S. Clark
- B. Consider Approval of Letter of Agreement (UHRIP) between Cigna HealthSpring and Tarrant County Hospital District d/b/a JPS Health Network (718178) – S. Clark
- C. Consider Approval of Letter of Agreement (UHRIP) between Cook Children’s Health Plan and Tarrant County Hospital District d/b/a JPS Health Network (718202) – S. Clark
- D. Consider Approval of Master Agreement between Stryker Sales Corporation NO. 2110084495 and Tarrant County Hospital District d/b/a JPS Health Network (717158) – W. Peebles
- E. Consider Approval of First Amendment to Master Service Terms Agreement (ProCare) between Stryker Sales Corporation and Tarrant County Hospital District d/b/a JPS Health Network (726162) – W. Peebles
- F. Consider Approval of Outside Medical Services Agreement between SRP Behavioral Hospital of Fort Worth and Tarrant County Hospital District d/b/a JPS Health Network (697367) – Z. Baugh
- G. Consider Approval of Non-Community Services Professional Services Agreement between MHMR of Tarrant County and Tarrant County Hospital District d/b/a JPS Health Network (713229) – Z. Baugh
- H. Consider Approval of FY 2020 Contract for Countywide MHMR Services between Tarrant County, MHMR of Tarrant County, and Tarrant County Hospital District d/b/a JPS Health Network (724441) – Z. Baugh
- I. Pursuant to JPS Purchasing Procedure LDF 7201 Section VIII, A.7., consider (1) granting an exemption to competitive bidding for purchase of goods and services which competition is precluded because of the existence of patents, copyrights, secret processes, or monopolies, or captive replacement parts or components for equipment, or other exemptions under Tex. Gov’t. Code §262.024(a)(7); and (2) approval of the Estimate for Implementation of Services and Training (Beaker Implementation) between Epic Systems Corporation and Tarrant County Hospital District d/b/a JPS Health Network (696458) – K. Carr
- J. Consider Approval – JPS Code of Conduct & Business Ethics – R. Skillens
- K. Consider Renewal/Approval – Internal Audit Charter – R. Skillens

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

- A. 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:** Mr. Adams reported 41 contracts under \$500,000.

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

The Board took a brief break at 1:59pm and reconvened in Executive Session at 2:10pm

**XIV. 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 2:35pm

**Summary:** Consider Approval of Privileges/Appointments and Reappointments to the Medical Staff as presented – Dr. Schrader

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

**Summary:** Consider Approval of Privilege/Peer Review – Dr. Schrader

**Action:** Mr. Fisher motioned to approve the Privilege/Peer Review recommendation, seconded by Mr. Nguyen, motioned passed unanimously.

**Action:** There being no further business, the meeting adjourned at 2:38pm

*Charlie Powell*

Charlie Powell, Board Chair

*Feb. 12, 2020*

Date