

**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 October 24, 2019**

Meeting Minutes

The Joint TCHD Board of Managers and Governance Committee met Thursday, October 24, 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., Board Vice Chair
Dorothy DeBose
Amanda Arizola
Zim Zimmerman

Committee Members Absent: None

Others Attending:

Robert Earley, President, and CEO
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
Karen Duncan, M.D, Senior Vice President, Community Health
Trisha Elliott, M.D., Senior Vice President, Academic Affairs and Research
Rory McCrady, Vice President, Revenue Cycle
Zelia Baugh, Zelia Baugh, Executive Vice President, Behavioral Health
Michael Hochberg, M.D., M.D., Executive Vice President, Chief Clinical Officer; President, Acclaim Physician Group
Tim Kremer, M.D., Senior Vice President, Chief Physician Engagement Officer
Michelle Atkins, Chief Audit Executive
Scott Cummings, General Counsel
Tim LaChiusa, Director, Internal Audit
Erana Hughes, Director, Enterprise Risk Management
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 12:01 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, August 22, 2019

Action:

Mr. Fisher called for a motion to approve the August 22, 2019 Governance Committee minutes. The motion was made by Dorothy DeBose and seconded by Charles Webber M.D. The minutes were approved unanimously.

IV. COMMITTEE CHAIR REPORT – No reports was given.

V. CONSIDER GOVERNANCE COMMITTEE REPORTS/UPDATES FOR DISCUSSION AND/OR COMMITTEE ACTION

A. ERM Updates – R. Skillens

1. Top ERM Risks

Summary:

Ron Skillens reviewed the definition of risk, Enterprise Risk, and the metrics that underlie the risk scores for each of the top risks identified by the Board and Senior Leadership.

B. Compliance Program Report(s)/Update(s) – R. Skillens, M. Atkins

1. Key Compliance Headlines

Summary:

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

2. Consider For Approval - JPS Code of Conduct & Business Ethics

Summary:

Michelle Atkins summarized the updates made to the previous Code of Conduct which was last update in 2014.

Action: Mr. Fisher called for a motion to approve the JPS Code of Conduct & Business Ethics. The motion was made by Dr. Webber and seconded by Zim Zimmerman. The minutes were approved unanimously.

3. FY19 Accomplishments

Summary:

Ms. Atkins outlined the key activities of the Compliance program, while highlighting new initiatives and how those activities promote compliance throughout the district.

C. Internal Audit Report(s)/Update(s) – R. Skillens, M. Atkins, T. LaChiusa

1. Consider for Renewal/Approval - Internal Audit Charter:

Summary:

Ms. Atkins summarized the updates to the Internal Audit Charter

Action:

Mr. Fisher called for a motion to approve the Internal Audit Charter. The motion was made by Mrs. DeBose and seconded by Dr. Webber. The Internal Audit Charter was approved unanimously.

2. FY 19 Achievements

Tim LaChiusa informed the Committee members of Internal Audit's key accomplishments throughout the year.

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

The Committee reconvened in Executive Session at 1:06 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 1:48 PM

VIII. CONSIDER MATTERS REQUIRING COMMITTEE ACTION OR DISCUSSION:

IX. ADJOURN

There being no further business, the meeting adjourned at 1:49 P.M.



Roger Fisher II, Chair, Governance Committee



Date