

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

**1500 S. MAIN STREET
FORT WORTH, TX 76104
3rd FLOOR, OPC CONFERENCE ROOM**

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JPS HEALTH NETWORK YOUTUBE CHANNEL**

**GOVERNANCE COMMITTEE MEETING
12:00 P.M, THURSDAY, MARCH 24, 2022**

Meeting Minutes

The Tarrant County Hospital District (“District”) Governance Committee met Thursday, March 24, 2022 at 12:02 p.m. with the following members present:

Roger Fisher II, Board Vice Chair
Dorothy DeBose, Board Chair
Amanda Arizola, Committee Member
D.T. Nguyen in Proxy for Charlie Powell

Committee Members Absent: Zim Zimmerman, Committee Chair
Charlie Powell, Committee Member
Dr. Daniel Casey, Committee Member
Dr. Jay Haynes, Committee Member
Dr. Janet Miles, Committee Member (Alt.)

Others Attending: Dr. Karen Duncan, President, Chief Executive Officer
Sharon Clark, Senior Executive Vice President, Chief Financial Officer
Colin Werenka, Senior Vice President, Chief Compliance Officer
Daphne Walker, Senior Vice President, Chief Legal Counsel
David Mendenhall, Vice President, Chief Technology Officer
Lauren Poe, Vice President, Chief Strategy Officer, Chief of Staff
Dr. Bryan Becker, President of Acclaim Physician Group
Rory McCrady, Senior Vice President, Revenue Cycle
Jessica Grigsby, Director, Internal Audit
Miriam Glasser, Director of Compliance & Privacy
De’Angela Wright, Compliance Analyst
Adriana Armendariz, Recording Secretary

- I. CALL TO ORDER**
The meeting of the Governance Committee was called to order at 12:02 p.m. by Roger Fisher- acting Chair
- II. CITIZENS WISHING TO ADDRESS THE COMMITTEE-** None
- III. APPROVAL OF MINUTES –** Thursday, December 12, 2021

Action: Mr. R. Fisher called for a motion to approve the December 12, 2021 Governance Committee Meeting Minutes. The motion was made by Ms. DeBose, seconded by Mr. Nguyen, motion passed unanimously.

IV. COMMITTEE CHAIR REPORT – R. Fisher

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

A. (Top 5) Risk Register – C. Werenka

1. Guest Presenters: David Mendenhall, Chief Technology Officer

B. Review of Mitigated Risks (s) – C. Werenka

C. Work Plan Review – C. Werenka

D. Policies and Procedures – C. Werenka

1. COM 8100 Reporting Compliance Concerns
2. LD 1100 Board of Managers Conflict of Interest Policy
3. LD 1500 District Medical Device Reporting Policy
4. LD 2100 Identity Theft Prevention Program
5. LD 300 Conflicts of Interest for Employees Policy
6. LD 3300 Americans with Disabilities Act Accommodations Policy
7. LD 500 Policies and Procedures Policy
8. LD 5400 Conflicts of Interest for Vendors Policy
9. LD 900 Agreements With Referral Sources And Approval Process

Action: Mr. Fisher called for a motion to approve action items in Section V. (D) 1-9. The motion was made by Ms. DeBose, seconded by Ms. Arizola, motion passed unanimously.

VI. REPORT OF LEGAL COUNSEL AND/OR LEGAL MATTERS REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL – None

**VII. RECONVENE IN EXECUTIVE SESSION PURSUANT TO CHAPTER 551, TEXAS GOVERNMENT CODE
The Committee reconvened in Executive Session at 12:22 PM.**

In addition to the matters posted for deliberation in executive (closed) session, the Board may from time to time during the meeting adjourn 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.

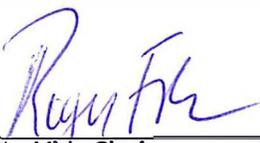
- A. Consultation with General Counsel to Receive Legal Advice on Pending/Contemplated Litigation and Other Matters under Subsections 1 and 2, Section 551.071, Texas Open Meetings Act.
- B. Deliberate Information Relating to a Proposed New Service or Product Lines.
- C. Receive Records, Information and/or Reports from Senior Vice President, Enterprise Risk Management and Chief Compliance Officer Pursuant to Section 161.032(b)(2), Texas Health and Safety Code, Texas Open Meetings Act.
 1. Audit Reports – J. Grigsby

- D. Receive Records, Information and/or Reports from Director of Internal Audit Pursuant to Section 161.032(b)(2), Texas Health and Safety Code, Texas Open Meetings Act.
1. Key Findings – C. Werenka
 2. Internal Monitoring Reports and Trends – M. Glasser
 3. Executive Session/ SVP Chief Compliance Officer and Board Members (only)
- E. 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)
- F. 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, Including but not Limited to the Following: President/Chief Executive Officer; Senior Executive Vice President/Chief Operating Officer; Senior Executive Vice President/Chief Financial Officer; Executive Vice President/Acute Care, Chief Nursing Executive; Executive Vice President, Behavior Health; Senior Vice President, Human Resource & Learning; Senior Vice President, Community Affairs & Development; Senior Vice President/Enterprise Risk Management & Chief Compliance Officer; Senior Vice President, Strategy, Chief Patient Experience Officer; Senior Vice President, Revenue Cycle; Vice President, Chief Nursing Officer; Chief Medical Information Officer; Senior Vice President, Medical Academic, and Research Affairs Chief Academic Officer; Vice President, Community Health Administration; Vice President/Chief Quality Officer; Vice President, Finance; Vice President, Legal Services; Vice President Communications; Vice President Diversity & Inclusion; Vice President, Chief Facilities Management Officer; Vice President, Clinical Ancillary Services; Vice President, Chief Technology Officer; Chief Clinical Officer, President and Chief Medical Officer of Acclaim Physicians; Acclaim Senior Vice President/Chief Operating Officer; Chief Audit Executive; Director Compliance; and Legal Counsel.

VIII. 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 1:38 p.m.

IX. ADJOURN

There being no further business, the meeting adjourned at 1:38 p.m.



Roger Fisher, Vice Chair

7/15/22

Date