

**TARRANT COUNTY HOSPITAL DISTRICT (TCHD)**  
**d/b/a JPS HEALTH NETWORK**  
**1500 S. Main Street**  
**Fort Worth, Texas 76104**  
**3<sup>rd</sup> Floor OPC Conference Room**

**GOVERNANCE COMMITTEE MEETING**  
**12:00 P.M., THURSDAY, SEPTEMBER 22, 2022**

**MEETING MINUTES**

The Tarrant County Hospital District (“District”) Governance Committee met Thursday, September 22, 2022 with the following members present:

**Members Present:** Zim Zimmerman, Chair, Board Member  
Amanda Arizola, Board Member  
Dorothy DeBose, BOM Board Chair  
Daniel Casey, M.D. Physician  
Jay Haynes, M.D. Physician

**Members Absent:** Charlie Powell, Board Member  
Roger Fisher II, Board Member

**Others Attending:** Karen Duncan, M.D., President, Chief Executive Officer  
Sharon Clark, Senior Executive Vice President, Chief Financial Officer  
Daphne Walker, Senior Vice President, Chief Legal Counsel  
Colin Werenka, Senior Vice President, Chief Compliance Officer  
Will Showalter, Senior Vice President, CIO  
D.T. Nguyen, Board Member  
Jessica Grigsby, Director, Internal Audit  
Miriam Glasser, Director, Compliance & Privacy  
Adrianna Armendariz, Recording Secretary

**Guests Attending:**

**I. CALL TO ORDER** – Mr. Zimmerman called the meeting to order at 1:26 p.m. Members present represented a quorum to conduct Governance Committee Meeting.

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

**Summary:** There were no citizens present wishing to address the Finance Committee.

**III. APPROVAL OF MINUTES**

**Action:** Ms. Debose motioned to approve the June 23<sup>rd</sup> Governance Committee Meeting Minutes as presented, seconded by Dr. Casey, motion passed unanimously.

**IV. GOVERNANCE REPORTS/UPDATES NOT REQUIRING COMMITTEE ACTION (S)**

A. Risk Register– C. Werenka

B. Review of Governance Work Plan Update – C. Werenka

**Action:** Mr. Werenka provided a high level overview to the committee.

**V. CONSIDER GOVERNANCE MATTERS REQUIRING COMMITTEE ACTIONS (S) AND OR APPROVAL**

**Summary:** No Policies and Procedures were considered for approval.

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

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 Legal 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 Director of Internal Audit Pursuant to Section 161.032(b)(2), Texas Health and Safety Code, Texas Open Meetings Act.**

1. Internal Audit Board Reports – J. Grigsby

**D. Receive Records, Information and/or Reports from Senior Vice President, Chief Compliance Officer Pursuant to Section 161.032(b)(2), Texas Health and Safety Code, Texas Open Meetings Act.**

1. Key Finding(s): Corrective Action Plan – C. Werenka

2. Corporate Compliance Board Report – M. Glasser

3. Acclaim Multi-Specialty Group Compliance Board Report – M. Glasser

**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; Executive Vice President/Chief Operating Officer; Executive Vice President/Chief Financial Officer; Senior Vice President, Human Resource & Learning; Executive Vice President/Chief Quality Officer, Senior Vice President/Chief Nursing Officer; Senior Vice President, Operations, Behavior Health and Waiver; Senior Vice President, Community Health/Chief Operating Officer Acclaim; Senior Vice President/Enterprise Risk Management &**

Chief Compliance Officer; Vice President/Chief of Staff; Vice President, Academic Affairs; Vice President, Patient Care; Vice President, Finance; Vice President, Operations Clinical and Professional Services; Chief Diversity Officer; Vice President, Communications and Community Affairs; Vice President, Operations Support Services; Vice President/Chief Information Officer; Vice President/Chief Strategy Officer; Director, Foundation; Chief Audit Executive; Director, Compliance; and Legal Counsel.

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

Summary: The Committee reconvened in Open Session at 1:26 p.m.

X. ADJOURN

There being no further business of the Governance Committee, meeting adjourned at 1:26 p.m.

  
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Zim Zimmerman, Governance Committee Chair

03/23/2023  
\_\_\_\_\_  
Date