

**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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**GOVERNANCE COMMITTEE MEETING
12:00 P.M., THURSDAY, MARCH 23, 2023**

MEETING MINUTES

The Tarrant County Hospital District (“District”) Governance Committee met Thursday, March 23, 2023 with the following members present:

Members Present: Zim Zimmerman, Chair
Dorothy DeBose
Roger Fisher
Daniel Casey, M.D.
Jay Haynes, M.D.
Blake Woodard

Members Absent: D.T. Nguyen

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
Lani Taylor, Board Administrator
Reverend Ralph Emerson, Board Member

- I. **CALL TO ORDER** - *Mr. Zimmerman called the meeting to order at 12:02 p.m. Members present represented a quorum to conduct Governance Committee Meeting.*
- II. **CITIZENS WISHING TO ADDRESS THE COMMITTEE**
Summary: There were no citizens present wishing to address the Governance Committee.
- III. **APPROVAL OF MINUTES**
 - A. Approval of September 22, 2022 Governance Committee Meeting
Action: Ms. DeBose made a motion approve the September 22, 2022 Governance Committee Meeting Minutes, seconded by Mr. Woodard, motion passed unanimously.
- IV. **COMMITTEE CHAIR REPORT** – Z. Zimmerman
Summary: Mr. Zimmerman did not have a report for the Committee.

V. GOVERNANCE MATTERS NOT REQUIRING COMMITTEE ACTION(S)

- A. Risk Register – C. Werenka
- B. Cyber Risk Overview – W. Showalter
- C. General Compliance Program Updates – C. Werenka

Summary: *Mr. Werenka and Mr. Showalter provided a high level overview and update on Risk Register, Cyber Risk and the General Compliance Program.*

VI. CONSIDER GOVERNANCE MATTERS REQUIRING COMMITTEE ACTION(S) AND/OR APPROVAL

- A. Approval of Tarrant County Hospital District (TCHD) Policies and/or Plans
 - 1. COM 9000 Corporate Compliance Program – C. Werenka

Action: *Mr. Woodard made a motion to approve the COM 9000 as presented, seconded by Ms. DeBose, motion passed unanimously.*

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

Executive Session started at 12:20 p.m.

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 Report – C. Werenka
- 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.

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.

Open Session started at 1:33 p.m.

IX. ADJOURN – *There being no further business to discuss, the Governance Committed adjourned at 1:33 p.m.*



Zim Zimmerman, Chair

06/22/2023

Date