

**TARRANT COUNTY HOSPITAL DISTRICT (TCHD)
d/b/a JPS HEALTH NETWORK
1500 S. MAIN STREET
FORT WORTH, TX 76104
OUTPATIENT BUILDING, 3RD FLOOR AUDITORIUM**

**JOINT BOARD OF MANAGERS AND FINANCE COMMITTEE
10:00 A.M. THURSDAY, DECEMBER 12, 2019**

MEETING MINUTES

The Tarrant County Hospital District (“District”) Board of Managers and Finance Committee met at 10:00 a.m. Thursday, December 12, 2019 on the 3rd Floor, Outpatient Clinic Auditoriums, John Peter Smith Hospital, 1500 South Main Street, Fort Worth, Texas, 76104, with the following Board/Committee members present:

Steve Montgomery, Committee Chair
Charles Powell, Board Chair
Charles Webber, M.D., Board Vice-Chair
D.T. Nguyen, Board Secretary (arrived 10:25 am)
Dorothy DeBose, Board Member
Trent Petty, Past Board Chair
Amanda Arizola, Board Member
Zim Zimmerman, Board Member
Daniel Ziegler, M.D. (arrived 11 am)
Chet Schrader, M.D., Medical Staff President

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
Sharon Clark, Senior Executive Vice President, Chief Financial Officer
Timothy Kremer, M.D., Senior VP, Chief Physician Engagement Officer
Michael Hochberg, M.D., , Chief Clinical Officer, JPS, President, CMO, Acclaim
Lara Burnside, Senior Vice President, Strategy, Chief Patient Experience Officer
J.R. Labbe, Senior Vice President, Community Affairs & Development
Kenneth Carr, Senior Vice President, Network Operations
Zelia Baugh, Executive Vice President, Behavioral Health Administrator
Tricia Elliott, M.D., Senior Vice President, medical Academic Research
Karen Duncan, M.D., Executive Vice President, Community Health
Pia Walker, Senior Vice President, Senior Human Resources
Wanda Peebles, Executive Vice President, Acute Care, Chief Nursing Officer
Michelle Green-Ford, Vice President, Diversity and Inclusion
Laura Thomas, Senior Vice President, Finance
Rory McCrady, Vice President, Revenue Cycle
Robert Browder, Vice President, Office of Legal Services
Dianna Prachyl, Sr. VP, Chief Operating Officer, Acclaim Physician Group
Diana Brodeur, Vice President, Communications
Trudy Sanders, Vice President, Patient Care Services (arrived 10:45 am)
Jerry Henderson, M.D., Chief Medical Information Officer, Acclaim Physician Grp

Courtney Boedeker, Executive Director, Controller
Neal Adams, General Counsel
Suzanne Barnes, Recording Secretary
Lee Ann Gilly, Senior Executive Assistant

I. CALL TO ORDER

Steve Montgomery called the December 12, 2019 TCHD Finance Committee meeting to order at 10:09 a.m. Members present represented a quorum to conduct Board and Committee business.

II. CITIZENS WISHING TO ADDRESS THE COMMITTEE

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

III. MINUTES

Mr. Montgomery asked the Committee to review minutes from the November 21, 2019, Tarrant County Hospital District Joint Board of Managers and Finance Committee meeting and called for a motion. Dorothy DeBose made a motion for approval; motion was seconded by Zim Zimmerman and carried unanimously.

IV. CONVENE AS THE BOARD OF MANAGERS FOR THE FOLLOWING:

V. PUBLIC HEARING OF THE BOARD OF MANAGERS OF TARRANT COUNTY HOSPITAL DISTRICT TO CONSIDER FISCAL YEAR 2020'S PROVIDER PARTICIPATION PROGRAM AND OTHER RELATED MATTERS

A. PUBLIC HEARING

Summary: Mr. Powell opened the public hearing at 10:10 am as required by chapter 298B, Texas Health and Safety Code, to consider only the following three issues:

1. The amounts of any mandatory payments that the Board of Managers intends to require a provider participant to make;
2. How the revenue derived from those mandatory payments is to be spent; And
3. Sets the amount of the mandatory payments for the fiscal year ending in 2020 at a percentage of net patient revenue of an institutional health care provider located in Tarrant County Hospital District's Geographic Jurisdictional area.

Mr. Powell announced Public hearing closed at 10:15 am.

B. CONSIDER APPROVAL OF RESOLUTION TO SET THE MANDATORY PROVIDER PARTICIPATION PAYMENTS AND TO DETERMINE HOW THE REVENUE FROM THOSE PAYMENTS IS TO BE SPENT UNDER THE TARRANT COUNTY PROVIDER PARTICIPATION PROGRAM:

Summary: Mr. Powell asked the board to consider a proposed resolution setting the mandatory provider participation agreements and how revenue derived from those payments is to be spent under the Tarrant County Local Provider Participation Program.

Mr. Powell announced each board member was provided a copy of a resolution prepared by the General Counsel with the recommendation of JPS President and CEO Robert Earley for consideration which would be approving on the posted agenda items V. B. 1, 2, and 3. Seeing no discussion, Mr. Powell asked for a motion to approve the resolution.

Action: Mr. Montgomery moved that the Board of Managers, based on the recommendation of Robert Earley, President and CEO of the Tarrant County Hospital District and with the advice of Neal Adams, General Counsel, the Tarrant County Hospital District Approve the resolution that:

1. Authorizes the Collection of a Mandatory Payment from Each Institutional Health Care Provider Located In the Hospital District;
2. Authorizes the Use of Funds Collected Through Mandatory Payments for the Purposes Specified In Chapter 298b, Texas Health and Safety Code; And
3. Sets the Amount of the Mandatory Payments of the Fiscal Year Ending in 2020 at a 1.51.% Percentage of the Net Patient Revenue of an Institutional Healthcare Provider Located in Tarrant County Hospital District's Geographic Jurisdictional Area

The motioned was seconded by Dr. Webber and passed unanimously.

C. AUTHORIZES THE PRESIDENT AND CEO OF THE TARRANT COUNTY HOSPITAL DISTRICT TO MAKE INTERGOVERNMENTAL TRANSFERS ("IGTs") FROM THE LOCAL PROVIDER PARTICIPATION FUND OF THE TEXAS HEALTH AND HUMAN SERVICES COMMISSION BASED ON THE EXECUTIVE COMMISSIONER, THE TEXAS HEALTH AND HUMAN SERVICES COMMISSION SCHEDULE OF REQUESTED IGTs FOR COMPENSATED CARE PAYMENTS

Action: Mr. Petty moved to authorize the President and CEO of the Tarrant County Hospital District to make intergovernmental transfers ("IGTs") from the local provider participation fund to the Texas Health and Human Services Commission based on the Executive Commissioner of the Texas Health and Human Services Commission's schedule of requested IGTs for compensated care payment. The motioned was seconded by Mr. Zimmerman, and passed unanimously.

VI. REPORT FROM AUDITOR

A. Consider Acceptance of BKD Auditor's Report FY19 and Consider Approval of FY19 Audit

Chris Clark presented the Auditor's report for the Financial Statement Audit and the Grant Compliance Audit for FY19.

There being no further questions or discussions, Mr. Powell called for a motion to consider acceptance of BKD Auditor's Report FY19 and consider approval of FY19 Audit. Mr. Montgomery made a motion for approval; motion was seconded by Ms. DeBose as presented and carried unanimously.

VII. MATTERS THAT REQUIRE DISCUSSION AND BOARD ACTION

- A. Consider Approval of Subsequent Policy Period Offer between Unimerica Insurance Company and Tarrant County Hospital District d/b/a JPS Health Network (732550)

Pia Walker presented Approval of Subsequent Policy Period Offer between Unimerica Insurance Company and Tarrant County Hospital District d/b/a JPS Health Network to the Committee for consideration. Approval of this agreement provides stop-loss coverage protection to the District.

There being no further questions or discussion, Mr. Powell called for a motion to approve the Subsequent Policy Period Offer between Unimerica Insurance Company and Tarrant County Hospital District d/b/a JPS Health Network. D.T. Nguyen made a motion for approval; motion was seconded by Ms. DeBose as presented and carried unanimously.

- B. Consider Approval of License and Support Agreement between Siemens Medical Solutions USA, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (731811)

Kenneth Carr presented Approval of License and Support Agreement between Siemens Medical Solutions USA, Inc. and Tarrant County Hospital District d/b/a JPS Health Network to the Committee for consideration. Approval of the agreement provides the software and licenses for the CT machines located in the Emergency Department of JPS Health Network.

There being no further questions or discussion, Mr. Powell called for a motion to approve the License and Support Agreement between Siemens Medical Solutions USA, Inc. and Tarrant County Hospital District d/b/a JPS Health Network. Mr. Montgomery made a motion for approval; motion was seconded by Mr. Zimmerman as presented and carried unanimously.

- C. Consider Approval of Purchase and Payment Agreement between Netsync Network Solutions, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (728230)

Mr. Powell announced Approval of Purchase and Payment Agreement between Netsync Network Solutions, Inc. and Tarrant County Hospital District was removed from the agenda.

- D. Consider Approval of Purchase Agreement between Siemens Medical Solutions USA, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (732311)

Mr. Carr presented Approval of Purchase Agreement between Siemens Medical Solutions USA, Inc. and Tarrant County Hospital d/b/a JPS Health Network. Approval of this agreement provides the maintenance agreement for the new CT machines located in the Emergency Department of JPS Health Network.

There being no further questions or discussion, Mr. Powell called for a motion to approve the Purchase Agreement between Siemens Medical Solutions USA, Inc. and Tarrant County

Hospital District d/b/a JPS Health Network. Mr. Zimmerman made a motion for approval: motion was seconded by Mr. Montgomery as presented and carried unanimously.

VIII. COMMITTEE REPORTS AND ACTION

A. Finance Committee/or Action – S. Montgomery, Chair
Thursday, November 21, 2019

B. Human Resources Committee/or Action – D. DeBose, Chair
Thursday, November 25, 2019

1. Human Resources Key Performance Indicator Scorecard (Turnover) – P. Walker

Summary: Ms. Walker presented the Human Resources Key Performance Indicator Scorecard

IX. 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. Nguyen moved to approve the Consent Agenda Items, the motion was seconded by Mr. Montgomery, and passed unanimously.

A. Consider Approval of Acceptance of October 2019 Unaudited Financial Report – S. Clark

B. Consider Approval of Amendment No. 3 to Professional Services Agreement between Acclaim Physician Group, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (730844) – B. Whitman

C. 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 Service Agreement Quotation between Advanced Sterilization Products Services, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (709450) – D. Mendenhall

D. Consider Approval of Master Software and Services Agreement between 3M Health Information Systems, Inc. and Tarrant County Hospital District d/b/a JPS Health Network (725341) – D. Mendenhall

E. Consider Approval of the FY19 Annual Incentive Plan (AIP) – B. Whitman

F. Consider Approval of the FY19 Long Term Incentive Plan (LTIP) – B. Whitman

G. Consider Approval of the HR 2500 Tuition Reimbursement – P. Walker

X. REPORT OF LEGAL COUNSEL AND/OR LEGAL MATTERS REQUIRING DISCUSSION(S), UPDATE(S), DELIBERATION(S), ACTION(S) AND/OR APPROVAL – N. Adams

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

Neal Adams announced the monthly report listing 24 contracts negotiated under \$500,000. This report has been posted to the board portal.

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

The board reconvened in Executive Session at 11:20 am

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

The board reconvened in Open Session at 11:50 am

Summary: Consider Approval of Privileges/Appointments and Reappointments to the Medical Staff as presented

Action: Ms. DeBose moved to approved the Privileges/Appointments and Reappointments to the Medical Staff as presented, seconded by Mr. Nguyen, motioned passed unanimously.

XIII. ADJOURN

Action: There being no further business, the meeting adjourned at 11:52 am



Steve Montgomery, Finance Chair

1/23/20
Date



Charlie Powell, Board Chair

1/23/20
Date