

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

**EMERGENCY PROCEDURES PURSUANT TO  
GOVERNOR GREG ABBOTT'S AND  
ATTORNEY GENERAL KEN PAXTON'S  
TEMPORARY MEETING SUSPENSION GUIDELINES  
THIS MEETING IS AVAILABLE FOR VIEWING VIA  
NORMAL JPS HEALTH NETWORK YOUTUBE CHANNEL**

**WEBEX-TCHD - VIRTUAL GOVERNANCE COMMITTEE MEETING**

**GOVERNANCE COMMITTEE MEETING  
12:00 P.M, August 26, 2021**

**Meeting Minutes**

The Tarrant County Hospital District ("District") Governance Committee met Thursday, August 26, 2021 at 12:00 p.m. via WebEx with the following members present:. The following Committee members were present:

Roger Fisher II, Committee Chair  
Dorothy DeBose, Vice Chairman  
Zim Zimmerman  
Dr. Janet Miles, M.D.  
Dr. Jay Haynes, M.D.  
Dr. Cheryl Hurd, M.D.

Committee Members Absent: DT Nguyen  
Amanda Arizola

Others Attending: Robert Earley, President, and CEO  
Dr. Karen Duncan, Senior EVP, Chief Operating Officer  
Charles Webber, M.D., Chairman  
Ralph Emerson, Jr.  
Steve Montgomery  
Trent Petty  
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  
Tony Banda, Vice President, Finance and Supply Chain  
Dina Dent, Vice President, Chief Nursing Officer  
Dr. Jay Haynes, Senior Med Director, Innovation and Integration

Tim LaChiusa, Director, Internal Audit  
Erana Hughes, Director, Risk Management  
De'Angela Wright, Recording Secretary

**I. CALL TO ORDER**

The meeting of the Joint Board of Managers and Governance Committee meeting was called to order at 12:16 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 26, 2021**

**Action:**

Mr. Fisher called for a motion to approve the August 26, 2021 Governance Committee minutes. The motion was made by Dorothy Debose and seconded by Dr. Charles Webber. The minutes were approved unanimously.

**IV. COMMITTEE CHAIR REPORT – R. Fisher**

Mr. Fisher officially welcomed Colin Werenka to JPS and the growth that Compliance and the Internal Audit team will experience as a result.

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

**A. Compliance Program Reports/Updates-Introduction and Q&A with Senior Vice President/Chief Compliance Officer Colin Werenka**

**Summary:**

Colin Werenka introduced himself and his professional background. Mr. Werenka discussed the vision of the Compliance going forward as well as recruitment opportunities.

**Action:**

There are no action items.

**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 12:34 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.
- 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. Central Supply

- 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 12:58 p.m.**

IX. ADJOURN

There being no further business, the meeting adjourned at 1:00 p.m.

  
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Roger Fisher II, Chair, Governance Committee

12/7/21  
\_\_\_\_\_  
Date